JHS SVENDGAARD LABORATORIES LIMITED
CIN : L24230HP2004PLC027558

July 17, 2020

The National Stock Exchange of India Limited
Exchange Plaza", 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,Bandra (East),
MUMBAI – 400051

NSE Symbol: JHS

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001
Scrip Code: 532771

SUB: SUBMISSION OF NOTICE OF ANNUAL GENERAL MEETING AND ANNUAL REPORT UNDER REGULATION 34 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS. 2015

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit Notice of 16th Annual General Meeting and Annual Report of the Company for the financial year 2019—20. The above is also being uploaded on the website of the Company www.svendgaard.com.

Further to confirm that the dispatch will commence from 17th July, 2020 by permitted mode. Kindly note the compliance.

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,
For **JHS SVENDGAARD LABORATORIES LIMITED**

New Delhi

(Kirti Maheshwari)
Company Secretary & Compliance Officer
M.NO A40253

Encl: As above

JHS SVENDGAARD LABORATORIES LIMITED

16th
ANNUAL REPORT
2019-20

JHS
SVENDGAARD
LABORATORIES
LIMITED We Make The World Smile

CONTENTS

JHS Svendgaard Laboratories Limited

- India's largest integrated manufacturer of oral care products.

- Partner to leading Indian and global FMCG brands.

- A leading kid's oral care brand in the Delhi and NCR region.

Established in 1997, the Company is India's leading private label manufacturer of oral care products. The Company's product basket includes a complete range of oral care products that are manufactured at its two ISO-certified, state-of-the-art manufacturing facilities at Kala-Amb (Himachal Pradesh), India.

The Company also manufactures and sell oral care products under its proprietary brand '***aquawhite***' and specializes into Kids oral care products.

The Company is headquartered in New Delhi, India. Its business operations are managed by an experienced team of enthusiastic professionals.

Vision

- To be among the most preferred contract manufacturer in the Oral Care Category by leveraging on our manufacturing capability enabling us to offer unique products that disrupt category trends.
- Aim to make ***'aquawhite'*** a Brand of Choice for Kids and be the most preferred contract manufacturer for national and global brands.
- To inculcate the importance of oral hygiene across the country, with a strong focus on children.

Mission

- Constantly driving innovations in our products
- Committed to customer delight by combining affordable pricing with best quality
- Increasing awareness for oral hygiene through products, services and media campaigns

Shareholder information

BSE Code: 532771
NSE Code: JHS
Face value per share: Rs.10
Book value per share: Rs.29.80

181.50	144.71	44.17	338	45.97
Networth (Rs crore)	Revenue, 2019-20 (Rs crore)	Promoters holding (%)	Team size	Market capitalisation (Rs crore)

Financial progress

Particulars	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20
Total revenue (Rs. crore)	56.18	100.82	105.49	145.68	125.44	144.71
EBIDTA (Rs. crore)	(2.98)	7.17	12.15	21.38	13.20	21.22
Net Profit (Rs. crore)	(22.14)	(21.63)	22.00	28.07	3.66	1.77
Net worth (Rs. crore)	101.84	95.10	134.80	176.64	179.99	181.50

Our edge in our business space

Strategic advantage

- Over 23 years a wealth of experience and expertise in manufacturing toothbrushes, toothpaste and mouthwash, complete range of oral care products.
- State-of-the-art manufacturing facilities at Kala Amb (Himachal Pradesh) with an additional land bank and built up unit to turn around any new initiatives / projects immediately.
- Fully integrated oral care unit to manufacture toothpaste and toothbrushes in the same premises, reconciling completely different manufacturing competencies - mechanical and chemical under one roof.

Customer advantage

- Closely working with reputed FMCG brands domestically and globally.
- Majority of the outsourcing relationships with customers are long-term contracts providing adequate revenue visibility.
- Business with existing clients has been growing with new SKUs being added to the outsourcing basket with the Company.

Financial advantage

- The company is debt free and reliance on external funding has declined substantially except for vehicle loans.

Outline for 2020-21

Private label

- Add smaller clients in the oral care space who have the potential to grow meaningfully in the near-term
- Increase business volumes with existing customers
- Establish a strong presence in the international private label space; add 2-3 international players to the private label client list

Proprietary brand

Adult segment

- Strengthen brand awareness and availability in North India
- Kickstart the Company's presence in the South and West Indian markets through distribution tie-ups
- Branding and advertisement done for the kids segment will have a positive impact on the adult segment too – this would improve sales volumes

Kids segment

- Widen the presence to the North Indian states of Uttar Pradesh, Punjab, Haryana, and Rajasthan – create a strong distribution presence comprising Modern and General trade channels
- Strengthen brand awareness and presence in the Delhi-NCR region by strengthening the entrenching the distribution channel deeper.

Exports

Not an area of focus but will continue to capitalise on interesting business opportunities from time to time.

DEAR SHAREHOLDERS,

I am pleased to share with you an update on your Company's performance for FY 2019-20. The year saw a challenging business environment with lower GDP growth and slowdown in consumption. This resulted into a weakening consumer sentiment and lower demand for the categories in which we operate. Against this backdrop, your Company has delivered competitive, profitable* and responsible growth.

The financial year 2019-20 can also be marked as the recovery year for the value and business shrunk in the FY 2018-19 due to supply chain issues with one of the key clients of the company. In this year, your company has achieved revenue of Rs.144.70 Cr. with an improvised EBIDTA margin of 14.61% [Rs.21.14 Cr.].

THE CURRENT YEAR

Fiscal 2020-21 starts with set-back due to the coronavirus and initially it appears not very encouraging for India as a whole. Print and electronic media has been highlighting numerous indicators which suggest that globally the economies are at the threshold of an economic slowdown including India. However, we believe that this is rather an opportunity for the Indian economy and shall give a boost to the Make in India initiative that has been emphasized upon by the Govt. of India. The Government cognizant of this reality has also been focusing on ***"Aatmanirbhar Bharat"*** (self-reliant India) and promoting "Vocal for Local". The Govt. is running various campaigns striving hard to kick start economic resurgence through favorable policies by infusing liquidity into the economy. And when the rebound happens, as already signaled during the first quarter, the FMCG sector will be the first on the uptick. From the Company's perspective, we are optimistic of our performance in the current year owing to healthy volumes from existing and new clients.

Your company has been taking various steps in the last couple of years to be able to leap ahead and these efforts are beginning to show some results. While we, the entire management team, are very happy about the past year, we are even more excited about the future to deal with and overcome the challenges that marks the beginning of fiscal 2020-21 due to the set back of novel coronavirus.

We are confident that we should be able to soon add some of the larger FMCG players in the country as our private label clients and break some more records in the next couple of years. This growth comes with the addition of new clients, new capacities, and new product categories.

JHS Svendgaard Laboratories Limited today is one of the largest oral care contract manufacturers in India. Our mission of being able to provide manufacturing and other solutions for the FMCG industry is beginning to find traction with our customers. We are being repeatedly trusted by our existing customers while we continue to develop new customers and new product categories. We want our customers to concentrate on brand building and marketing activities while we manufacture the product and in some cases, even develop the product.

Some of the operational highlights in the past year included the strategic realignment in its proprietary branded portfolio with renewed focus on the kids oral care category with the focused approach on the e-commerce, modern trade and institutional business while regulating the geographical expansion in the general trade and adults oral care segment. You're Board and the management team decided that we should continue to concentrate on our strengths and deliver manufacturing solutions to our customers. Your company has also once again become debt free with the repayment of the working capital facilities that were availed by the company.

---

*exceptional expenditure of Rs.10.64 Cr. is one time capital nature expense. For details refer note no. 35.

We have realised that your company has the chance of establishing itself as the preferred partner for the FMCG players when it comes to their manufacturing requirements. The two main themes leading to this are the GST regime and the change in the distribution landscape of the FMCG industry.

GST is becoming a game changer for the industry and leading to a decentralization of manufacturing units. This is opening up huge opportunities for the contract manufacturing industry in general, and the company in particular as your company look at setting up manufacturing facilities closest to the market.

We also strongly believe that with e-commerce and modern retail achieving critical mass, new companies with innovative products will continue to enter the market. The need for organized contract manufacturers who can assume the manufacturing responsibilities and enable the brands to focus on marketing initiatives will increase, thereby giving them the freedom to experiment and innovate products, without having to worry about hefty manufacturing setup costs.

Your company's team of nearly 338 people have not only the domain knowledge to be able to manufacture any FMCG products but also the ability to cater to any demands that the customers may place before us. Any organization is only as good or as bad as the people working there. We do not boast of the state-of-the art facilities that we have built but are proud of our team. They are the ones who truly deserve the credit for the company's growth. I am honoured to be given an opportunity to lead such an awesome bunch of people.

With India being one of the fastest growing FMCG markets in the world, we believe that the industry has tremendous growth potential and the relevance of contract manufacturers like us will only continue to rise.

ACKNOWLEDGEMENT

I would like to take this opportunity to reiterate that your Company stands united with the nation during this challenging phase of COVID-19. I would also like to convey my sincere appreciation to all our shareholders and express my gratitude to the government and its agencies, our eminent Board, our customers, employees, bankers and suppliers for believing in our vision and facilitating the management in taking the Company to newer heights each year.

Warm regards
Nikhil Nanda
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

AN ECONOMIC OVERVIEW

GLOBAL ECONOMY

COVID-19 has triggered a global crisis like no otheróa global health crisis that, in addition to an enormous human toll, is leading to the deepest global recession since the Second World War. The COVID-19 pandemic has spread with alarming speed, infecting millions and bringing economic activity to a near-standstill as countries imposed tight restrictions on movement to halt the spread of the virus. As the health and human toll grows, the economic damage is already evident and represents the largest economic shock the world has experienced in decades. While the ultimate growth outcome is still uncertain, and an even worse scenario is possible if it takes longer to bring the health crisis under control, the pandemic will result in output contractions across the vast majority of emerging market and developing economies. The baseline forecast envisions a 5.2 percent contraction in global GDP in 2020, the deepest global recession in decades, despite the extraordinary efforts of governments to counter the downturn with fiscal and monetary policy support.

Historic contraction of per capita income

The pandemic is expected to plunge most countries into recession in 2020, with per capita income contracting in the largest fraction of countries globally since 1870. Advanced economies are projected to shrink 7 percent. That weakness will spill over to the outlook for emerging market and developing economies, who are forecast to contract by 2.5 percent as they cope with their own domestic outbreaks of the virus. This would represent the weakest showing by this group of economies in at least sixty years. "The crisis highlights the need for urgent action to cushion the pandemic's health and economic consequences, protect vulnerable populations, and set the stage for a lasting recovery."

INDIAN ECONOMY

The annual growth forecast for India's FMCG sector is projected to be in the range of 5-6 per cent for the calendar year 2020, as the world grapples with the Covid-19 pandemic. The earlier predicted growth was in the range of 9-10 per cent for India's FMCG sector for the full year of 2020.

The research and insights firm, which follows the January-December period as a fiscal year, pointed to macro-economic conditions such as lower GDP growth rate predictions, rising unemployment levels especially in rural region as well as the severe impact on economic activity across sectors and supply chains, due to the Covid-19 pandemic, as key reasons for this forecast.

It also said that the intensity, severity and longevity of the lockdown would have significant implications for multiple industries, including FMCG industry, which had begun witnessing signs of revival in the first two months of the year.

While manufacturers and brands are working to get back to normalcy as quickly as possible, there are pragmatic challenges as business performances are under extreme pressure.

A trajectory of silver lining

India has so far managed to keep a relatively flatter infection curve in its battle against the pandemic. When compared to other countries, it does appear to have a better chance of pulling off with lesser collateral damage, at least for the time being. However, several factors are already playing in, or might play out, during the course of these events, and these might prove to be favourable for India to become a major trade and commerce player in the world.

An outsourcing hub

The global economic slowdown will mean that first world economies - such as the US - will be looking out for low-cost outsourcing solutions. Whether it is IT, finance or non-core items, India can rise up to the challenge. Supply basket

Globally, buyers have already shifted to India to source ceramics, home, fashion, and lifestyle goods. The drive to look for alternatives can be beneficial for India to enter multiple trade channels as a supplier of raw materials and manufactured goods.

A shift in manufacturing

Around a thousand foreign manufacturers want to relocate their production to India, a country they see as an alternative to China. Reportedly, at least 300 are already talking with the Indian government for production in a wide range of sectors, including electronics, medicine, and textiles. Impact? Infrastructural development around manufacturing facilities and a boost to employment.

Supporting the cause

This year, the government has proposals to hike import duties on more than 300 products, such as an increase of 30% in furniture import from the current 25 % price. This can provide an opportunity for local production to break out within the market, especially OMEs, SMEs, and even the ever-so-varied handicrafts of India.

Source: https://www.worldbank.org/en/news/feature/2020/06/08/the-global-economic-outlook-during-the-covid-19-pandemic-a-changed-world
https://www.thehindubusinessline.com/economy/research-firm-nielsen-slashes-fmcg-growth-forecast-for-2020

Of dependencies and actions

Much of the world has had China as its resource, assembly and manufacturing hub, especially in the case of electronics and mobile accessories. However, given the source of pandemic and actions taken over it, the world is paying a heavy price. There is no easy way to put it: the pandemic has instilled a shift in consumer psychology, and the outcome will be an altered behaviour towards the market, especially China and its products. However, before India leaps to fill this global void, it needs to cut the shackles of its dependencies.

The shutdown of supply chains, however, has called for a need to shift the market or become independent. Thankfully, the government has planned to boost local production and emerge as a global alternate supplier.

For a long time, China has been in the top of Indiaís imports list for a variety of items. It is no denying that, given the pandemic, the supply has been hit hard. But the Indian government is already exploring alternative countries for over 1,000 items to replace China as their supplier. Undoubtedly, there are many hitches to overcome, some which will require other countries to lift themselves up from the pandemic before entering trade negotiations.

Future, however is difficult to predict, but anticipating where a single seed can be planted to bear a massive fruit-bearing tree is what we need to do. The COVID-19 pandemic will, undoubtedly, continue to keep us all on our toes until a vaccine comes out. But hope is what we have, so it is what we shall use.

IMPACT OF COVID-19 ON FMCG SECTOR & CONSUMER BEHAVIOR

It is not established that life and our approach towards it will never be the same again. Naturally, such a change impacts some businesses adversely while giving an impetus to others.

In the immediate to medium term, lot of changes in consumer behaviour are expected, due to which FMCG companies will be forced to adapt their strategy for customer acquisition and retention. The composition of the consumption basket has changed due to COVID and some of these changes will be more permanent than others. An increased focus on health and hygiene will become the norm. Demand in the discretionary categories is likely to come back slowly but not immediately.

For the average consumer, we are seeing a surge in demand for products that enhance personal hygiene in and around homes and workplaces. Products such as soaps, handwashes, sanitisers, mouthwashes, disinfectants, wipes, toothpaste, masks, home cleaning products such as floor cleaners, kitchen cleaners, toilet cleaners are seeing a surge in demand and this trend is expected to continue into the future as cleanliness and hygiene are going to be the new mantras. FMCG companies servicing these requirements are likely to do well. Similarly, companies which focus on food staples, and convenience foods such as instant noodles, biscuits, frozen foods, flour, cooking oils, instant mixes, and nutrition are going to be in demand. Products that help in building immunity against illnesses are also in significant demand from the consumers. It will also be imperative to manage inventory better to avoid concerns surrounding freshness and expiry of products.

THE ORAL HEALTHCARE SPECTRUM

The oral care/ hygiene market is projected to reach USD 53.3 billion by 2025 from USD 45.8 billion in 2020, at a CAGR of 3.1%. The increase in the prevalence of dental caries, periodontal diseases, and other dental diseases, growing awareness about oral hygiene, rising dental healthcare expenditure, an increasing number of small/ private clinics with dental dispensaries are some of the factors contributing to the growth of this market. However, the competitive pricing pressure faced by prominent players is hampering the growth of the oral care/oral hygiene market.

Covid-19 Impact on the Oral Care/Oral Hygiene Market

The oral care/oral hygiene market is not expected to be significantly impacted by the Covid-19 pandemic in 2020-2021. However, there could be possible disruptions in the distribution channel during the period of lockdown and movement restrictions imposed globally to control the virus spread and flatten the curve. Social distancing protocols and quarantine measures have led to a shift in consumer purchasing patterns from in-store to online, which would be reflected in oral care/oral hygiene product sales as well. Major players in the market have continued their production activities during this period.

Driver: Growing awareness of the importance of maintaining oral hygiene

Oral hygiene awareness is one of the major contributors to market growth in the overall oral care/oral hygiene market through efforts made by dentists as well as key players in the market. These stakeholders conduct various seminars and programs to increase awareness of dental hygiene and demonstrate newly launched and technologically advanced products. This helps players to showcase their product portfolio, thereby raising the adoption of oral care products.

Restraint: Increased competition in the oral care/ oral hygiene market escalating price pressure

The oral care/oral hygiene market is highly competitive, with a growing number of players operating at the regional level. The emergence of local players in developing markets such as India, China, and Brazil further increases the pricing pressure on global players. Local/regional players offer oral care products at discounted prices as compared to the global players and sell their products through e-commerce channels at low prices, creating pricing pressure on global players.

Opportunity: Increasing online purchase of Oral Care Products

There has been a marked shift in the retailing of oral care products across the globe in recent years. Online retailers are gradually being preferred over traditional distributors, retailers, and pharmacies. Purchasing oral care products through e-commerce portals offers several advantages, such as the availability of multi-brand oral care products at relatively lower prices, ease of purchasing, and free shipping. The successful sale of oral care products through e-commerce has prompted increasing investment towards these channels by major market players.

Challenge: High Dependency on Retail/Consumer Stores

Prominent players in the oral care/oral hygiene market are highly dependent on retail stores as they are the immediate customers for manufacturers. Large stores/supermarkets such as Wal-Mart, Target, and Costco have high bargaining strength; the continued trend of consolidation among retailers could thus create a cost and margin pressure on manufacturers. Furthermore, the high bargaining power of buyers may negatively impact the business of manufacturers.

The toothbrushes segment is expected to grow at the fastest rate in the forecast period.

The oral care/oral hygiene market is broadly segmented by product categorized into toothpaste, toothbrushes & accessories, mouthwashes/rinses, denture products, dental accessories/ancillaries, and dental prosthesis cleaning solutions. The toothbrush segment includes manual, electric (rechargeable), and battery-powered (non-rechargeable) toothbrushes. The toothbrushes segment is expected to witness high growth forecast period of 2020ñ2025. The growth in this market is mainly due to growing awareness about oral health and technological innovations in the electric toothbrushes industry.

Consumer stores accounted for the largest share in the oral care/oral hygiene market in the year 2019.

Based on the distribution channel, the oral care/oral hygiene market is segmented into consumer stores, retail pharmacies, online distribution, and dental dispensaries. In 2019, the consumer store segment accounted for the oral care/oral hygiene market. The large share of consumer stores in case of oral care/oral hygiene products can be attributed to the large number of stores across the globe and their easy accessibility.

The Asia Pacific region is expected to show the highest growth rate during the forecast period of 2019-2025.

Geographically, the global oral care/oral hygiene market is segmented into North America, Europe, the Asia Pacific, Latin America, and the Middle East & Africa. Asia Pacific is expected to show the highest growth rate during the forecast period. The high growth rate of this region can mainly be attributed to the increase in the number of the geriatric population associated with edentulism, growing prevalence of dental caries and other periodontal diseases in children and adults, increasing healthcare expenditure (coupled with the rising disposable income), rising awareness about oral healthcare, and willingness to spend more on dental care. Moreover, increasing the focus of prominent players in emerging Asian countries will further support the growth of the market in this region.

COMPANY OVERVIEW

JHS Svendgaard Laboratories Ltd. is Indiaís largest integrated manufacturer of oral care products that services the demanding requirements of leading Indian and global FMCG brands operating in Indian. Apart from contract manufacturing partnerships with domestic oral care brands, the Company manufactures proprietary brands as well. The Company manufactures the entire range of oral care product at its ISO-certified state of-the-art manufacturing facilities at Kala Amb (Himachal Pradesh).

PERFORMANCE REVIEW

The Company's revenues increased from Rs.125.44 Cr. in 2018-19 to Rs.144.71 Cr. in 2019-20, an increase of about 15%. The EBDITA margin increased from Rs.13.20 Cr. in 2018-19 to Rs.21.14 Cr. in 2019-20, an increase of about 409 basis points. It reported a Net profit of Rs.1.75 Cr. in 2019-20 due to exceptional expenditure [*Refer Note 35, for more details] against a Net Profit of Rs.3.65 Cr. in 2018-19.

SEGMENT WISE REPORT

Particulars	Manufacturing Business		Other than Manufacturing Business		Retail Business	
	YTD March 2020	YTD March 2019	YTD March 2020	YTD March 2019	YTD March 2020	YTD March 2019
Sale to external customers	12,750.10	11,596.87	897.63	644.80	263.69	173.49
Revenue with other operating segment	545.50	369.21	0.82	0.91	-	-
Depreciation	742.97	698.11	20.47	3.72	112.63	6.95
Cost of goods sold	9,707.87	8,479.25	587.14	444.90	205.93	135.09
Income tax expense/ (income)	2.10	161.70	(86.70)	(194.77)	(11.94)	(3.71)
Total assets	22,908.71	21,830.59	1,460.33	1,191.62	1,197.81	641.06
Total liabilities	4,758.91	3,831.15	311.87	462.11	603.51	27.45

Significant changes i.e. change of 25% or more in the key financial ratios

In accordance with the amendments notified by SEBI in Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 9th May, 2018, the details of significant changes i.e. change of 25% or more in the key financial ratios as compared to the immediately previous financial year along with detailed explanations are reported hereunder:

Particulars	FY 19	FY20	% of Change	Reason for Change , if change 25% or more
Debtors Turnover Ratio	2.13	1.40	-35%	The change In this ratio is primarily due to increased contribution of Exports Sales in the overall business of the company.
Inventory Turnover Ratio	16.77	42.91	156%	As the novel coronavirus impact had started hinting early february'2020, so the company had reduced the inventory holding levels considering the uncertainties of its related impact and measures at that point of time.
Current Ratio	2.49	2.59	4%	
Debt Equity Ratio	0.03	0.00	-94%	The company aiming towards being debt free has repaid majority of the working capital facility during the year.
Operating Profit Margin	29.14	26.98	-7%	
Net Profit Margin	3.01	1.33	-56%	The Company has identified certain plant and equipment which were not in active use having gross value and written down value of ₹ 1776.53 lakhs and ₹ 1073.69 lakhs respectively. Consequently these assets have been carried its net realisable value and recognized under the head "Assets classified as held for Sale" at an estimated realisable value of ₹ 10.00 lakhs. Therefore, loss of ₹ 1063.69 lakhs has been charged to the statement of profit and loss shown as exceptional item.
Return on Net Worth	2.00	0.98	-51%	

ENVIRONMENT, HEALTH AND SAFETY

JHS strives to be an 'injury free' and 'zero environmental incident' organisation. For it firmly believes that a risk free environment results in improved productivity and superior performance. In line with the philosophy, the Company has created a framework that focuses on eliminating the risk of injury or incidents. Subsystems and procedures have been institutionalised to facilitate risk-free operations. The Company incorporates the latest engineering standards and continually invests in contemporary safety hardware at all its facilities.

The Company ensures fair and regular audit of all operations and guidelines for assessment. This ensures compliance to all applicable Environment and Health and Safety regulations.

HUMAN RESOURCE

JHS believes that 'great people create great organisations'. As a result, it considers its human resources as its key competitive advantage which differentiates the organisation from among the clutter. Hence, it remains committed in creating an engaging environment and a learning culture which facilitates each member to gather knowledge, sharpen their skills and deliver superior performance. During 2019-20, JHS focused on various strategic initiatives for engaging and motivating its team.

They include:

- Transparent review systems.
- Rewards for teams and partners.
- On-job training to sharpening technical and process skills.

As on March 31, 2020, the Company has 338 employees and Industrial relations remained cordial through the last financial year.

INFORMATION SECURITY

Since information technology has become a business imperative for efficient business operations, protecting digital assets, systems and infrastructure from misuse, loss or unauthorised access has also become a business mandate. JHS maintains a strict vigilance regarding entry of laptops, mobile phones, hard drives and pen drives at all operational locations. In daytoday operations, the Company has put in place adequate safeguards to prevent misuse of information. Further, the Company has instituted multi-layered security systems. This enables regulated access to company and business related information to select employees (as per hierarchy and need) which facilitates in data security.

INTERNAL CONTROL SYSTEM

According to Section 134(5) (e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well-placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's IFC system also comprises due compliances with Company`s policies and Standard Operating Procedures (SOP`s) and audit and compliance, supplemented by internal audit checks from M/s VSD & Associates, Chartered Accountants, the Internal Auditors. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting of Internal Audit Division and Internal Auditors to the Audit Committee of the Board. Additionally during the year ëM/s MAZARS Advisory Private Limitedí have also been engaged for providing assistance in improvising IFC framework (including preparation of Risk & Control Matrices for various processes) and deployment of Self-Assessment Tool.

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

STAKEHOLDER RELATIONSHIP

JHS appreciates and encourages a robust two-way communication with its stakeholders. JHS always believe in maintaining open, honest and clear communication with its stakeholders. JHS has mapped its internal and external stakeholders in a structured way, and carries out engagement programs with them on a regular and ongoing basis. Currently, around 55.83 % of the Company's equity are being held publicly and traded on stock exchanges. JHS endeavours to disseminate accurate, transparent and timely information to all its stakeholders.

RISK AND CONCERNS

JHS aims to foster a risk-aware culture by adopting an integrated approach towards effective risk management. Its philosophy of risk management is underpinned by identifying, assessing, measuring and monitoring risks on an ongoing basis. The Company has an independent and dedicated risk management structure with clear goals compatible with the Company's vision and strategy.

The risk management department is guided by well-established policies and procedures that are continuously benchmarked with national and global best-practices. The Board of Directors provides oversight and also reviews the Risk Management Policy. Additionally, an independent audit by internal auditors offers a second assessment on potential risks and mitigation measures.

CAUTIONARY STATEMENT

Statements in this Management and discussion and Analysis describing the JHSís objectives, projections, estimates and expectations might be construed as forward looking statement within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company operations include a downward trend in the Oral Care Industry, rise in input costs, exchange rate fluctuation and significant changes in political and economic environment, environment standards, tax laws, litigations and labour relations.

CORPORATE INFORMATION

Board of Directors

Mr. Vanamali Polavaram	Chairman, Non-Executive Director
Mr. Nikhil Nanda	Managing Director - Executive
Mr. Nikhil Kishorchandra Vora	Nominee Director
Mr. Mukul Pathak	Independent Director
Mrs. Rohina Sanjay Sangtani	Independent Director
Mrs. Balbir Verma	Independent Director
Mr. Rajagopal Chakravarthi Venkateish	Additional Director (Independent)
Mr. Kapil Minocha	Additional Director (Independent)

Senior Management

Mr. Paramvir Singh Pabla	Chief Executive Officer
Mrs. Kirti Maheshwari	Company Secretary & Compliance Officer
Mr. Ashish Goel	Chief Financial Officer

Committees of Board

Audit Committee
Stakeholders Relationship Committee
Nomination & Remuneration Committee
Corporate Social Responsibility Committee

Statutory Auditors

M/s S.N. Dhawan & Co. LLP
FRN: 000050N/N500045
410, Ansal Bhawan, 16 Kasturba Gandhi Marg,
New Delhi - 110 001
Tel No.: +91 114368 4444
Email : contact@mazars.co.in

Registrar & Transfer Agent:

M/s Alankit Assignments Limited
Alankit Heights, 3E/7,
Jhandewalan Extension,
New Delhi- 110 055

Bankers

ICICI Bank Limited	IndusInd Bank
HDFC Bank	Punjab National Bank
Union Bank of India	Kotak Mahindra Bank

Listing Information

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. Listing fees as prescribed have been paid to the respective stock exchanges for the financial year ended 31st March, 2020.

Stock Code

Bombay Stock Exchange Limited: 532771
National Stock Exchange of India Limited: JHS
ISIN Code: INE544H01014
Website: www.svendgaard .com

Registered Office

Trilokpur Road, Kheri (Kala Amb), Tehsil – Nahan, Distt-Sirmour,
Himachal Pradesh-173030
Tel: +91 9218-400346
Fax: +91 1702-238831
Web: www.svendgaard.com

Corporate Office

B1/E23, Mohan Co-Operative Industrial Area, Mathura Road,
New Delhi-110 044
Tel: +91 11 2690 0411
Fax: +91 11 26900434
Web: www.svendgaard.com

Work
Trilokpur Road, Kheri (Kala Amb), Tehsil – Nahan, Distt-Sirmour, Himachal Pradesh-173030

BOARD REPORT

To
The Members,
Your Directors have pleasure in presenting the 16th Annual Report on the business and operations of the Company ('JHS') together with the audited financial statements (standalone and consolidated) for the year ended **31st March, 2020**.

FINANCIAL REVIEW/RESULTS

(Rs in lakhs)

Particulars	Standalone		Consolidated	
	31.03.2020	**31.03.2019**	**31.03.2020**	**31.03.2019**
Net sales / Income from Operation	13295.61	11966.08	13911.42	12411.29
Other Income	1175.32	577.59	1383.50	666.49
Interest & Finance Charges	136.11	99.83	195.25	103.37
Depreciation	742.97	698.11	876.07	708.78
Profit /(Loss) before Tax	**179.09**	**521.88**	**(584.30)**	**(204.50)**
Tax Expense:				
Current tax (provision for tax)	180.87	129.21	180.87	129.21
Deferred tax asset	(152.38)	32.49	(253.28)	(166.98)
Tax for earlier years	(26.39)	-	(26.39)	-
Total Tax Expense	2.10	161.70	(98.80)	(37.77)
Profit /(Loss) after Tax	**176.99**	**360.18**	**(485.50)**	**(166.73)**
Profit /(Loss) to be carried to the Balance Sheet	175.46	365.60	482.13	(159.71)
Paid up Equity Share Capital (Face Value of rs. 10/- each)	6090.05	6090.05	6090.05	6090.05
Reserve excluding revaluation reserve	12059.75	11909.40	11709.80	11,594.47
Basic EPS (in Rupees not annualized) Excluding extra ordinary items	0.29	0.59	(0.32)	(0.11)
Diluted EPS (in Rupees not annualized) Excluding extra ordinary items	0.29	0.59	(0.32)	(0.11)

REVIEW OF OPERATIONS/STATEMENT OF AFFAIRS

Company was successful to achieve its target fixed at the beginning of the last financial year and generated the revenue from operations during the financial year ended 31st March 2020 amounted to INR 13295.61 Lakhs as compared to INR 11966.08 Lakhs during the previous year ended 31.03.2019. The turnover of the Company has increased by 11.11% in comparison to previous year.

CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the applicable provisions of Companies Act, 2013 including the Indian Accounting Standard Ind AS-110 on Consolidated Financial Statements, this Annual Report also includes Consolidated Financial Statements for the financial year 2019-20. Consolidated turnover of the Company was Rs. 13911.42 Lakhs as on March 31, 2020 as against Rs.12411.29 lakhs in the previous year. Net Profit after Tax for the year stood at Rs. (485.50) lakhs against Rs. (166.73) Lakhs in the previous year.

DIVIDEND

The Company is expanding its business and requires surplus to be ploughed back in the company. Hence, your Board is constraint to recommend any dividend for the last financial year.

TRANSFER TO RESERVES

The Board of the Company has not proposed to transfer any amount from the profit and loss account to the reserves of the Company

OPERATIONS AND BUSINESS PERFORMANCE

Kindly refer to the Management Discussion & Analysis which forms part of this report.

CORPORATE GOVERNANCE

JHS believes in adopting the best practices of Corporate Governance, Corporate Governance Principals are enshrined in the spirit of JHS, which form the core values of JHS. These guiding principles are also articulated through the company's code of business conduct, corporate governance guidelines, character of various sub-committees and disclosure policy.

JHS has adopted the industry best practices of Corporate Governance and aims to run its business on the highest principles of governance and ethics. At JHS, Corporate Governance is more than just adherence to the statutory and regulatory requirements. It is equally about focusing on voluntary practices that underlie the highest levels of transparency. JHS's governance framework is driven by the objective of enhancing long term stakeholder value without compromising on ethical standards and corporate social responsibilities.

Kindly refer to the report on Corporate Governance which forms part of this report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The key Managerial personnel (KMP) in the Company as per section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Nikhil Nanda	-	Managing Director
Mr. Ashish Goel	-	Chief Financial Officer
Mr. Paramvir Singh Pabla	-	Chief Executive Officer
Mrs. Kirti Maheshwari	-	Company Secretary & Compliance Officer

During the last financial year Mr. Sanjeev K Singh has resigned from the post of Company Secretary & Compliance Officer with effect from 07th June, 2019.Thereafter Mr. Chetan Batra was appointed as the Company Secretary & Compliance Officer w.e.f. 11th July, 2019, who resigned from his office with effect from 04th, May 2020 and thereafter Ms. Kirti Maheshwari was appointed as Company Secretary & Compliance Officer w.e.f 23rd June, 2020.

Post closure of financial year, Mr. Rajagopal Chakravarthi Venkateish (DIN: 00259537) and Mr. Kapil Minocha (DIN: 02817283), were appointed as Additional Independent Directors on the Board w.e.f. 23rd June, 2020 for a period of 5 years subject to approval of members of the Company. Their appointment is recommended for approval of members at the ensuing Annual General Meeting (AGM).

Mr. Mukul Pathak, Independent Director of the Company, whose term as an Independent Director ceased on July 01, 2020 was re-appointed for another term of 5 years subject to approval of members of the Company at the recommendation of the Nomination and Remuneration Committee. His re- appointment is recommended for approval of members at the ensuing Annual General Meeting (AGM). The Board feels that his re-appointment will be in the interest of the Company.

Mr. Nikhil Nanda, Managing Director of the Company , who retires by rotation at the ensuing AGM and being eligible offers himself for re-appointment. The necessary resolution (s) for the same forms part of the Notice of the ensuing AGM. The tenure of Mr. Nikhil Nanda as the Managing Director of the Company ceased on July 01, 2020 and he was thereafter re-appointed for another term of 5 years subject to approval of members of the Company at the recommendation of the Nomination and Remuneration Committee. His re-appointment is recommended for approval of members at the ensuing AGM. The Board feels that his re-appointment will be in the interest of the Company.

POLICY ON DIRECTORS' APPOINTMENT AND POLICY ON REMUNERATION

Pursuant to Section 134(3)(e) and Section 178(3) of the Companies Act, 2013 (Act), the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached as `**Annexure 1 & 2** respectively, which forms part of this report.

PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/ EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached **as 'Annexure 3'** which forms an integral part of this report. The information showing names and other particulars of employees as per Rule 5(2) and 5(3) of the aforesaid Rules forms part of this report.

COMMITTEES OF THE BOARD

The details of composition , details of meeting and attendance of members of the Audit Committee, the Nomination & Remuneration Committee, the Stakeholders Relationship Committee and the Corporate Social Responsibility Committeeis provided in the Corporate Governance Report section of this report.

AUDIT COMMITTEE

The Company has duly constituted an Audit Committee, whose detailed composition and powers are provided in the Corporate Governance Report. There were no recommendations of the Audit Committee which have not been accepted by the Board during the financial year.

NUMBER OF BOARD & MEETINGS

During the year under review, the Board met four times, details and attendance of such Board meetings are provided in Corporate Governance Report Annexed herewith and forming integral part of this report.

DECLARATION OF INDEPENDENCE BY DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16 of SEBI Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's code of conduct for Directors and Senior Management Personnel.

All the Independent Directors of the Company have registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ('IICA'). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors are required to undertake online proficiency self-assessment test conducted by the IICA within a period of one (1) year from the date of inclusion of their names in the data bank. The Independent Directors, whosoever is required, shall undertake the said proficiency test.

Details of the Familiarization Programme Module for Independent Directors is provided in the Corporate Governance of the Report.

In the opinion of the Board all independent directors possess strong sense of integrity and having requisite experience, qualification and expertise. For further details, please refer corporate governance report.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) ("Listing Regulations"), the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual Directors, including Independent Directors.

A structured questionnaire, covering various aspects of the functioning of the board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board`s focus, regulatory compliances and Corporate Governance, etc., is in place. Similarly, for evaluation of individual Director's performance, the questionnaire covering various aspects like his/her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc., is also in place.

Board members had submitted their response for evaluating the entire Board, respective committees of which they are members and of their peer Board members, including Chairman of the Board.

The Independent Directors had a separate meeting held on February 11, 2020. No Directors other than Independent Directors had attended this meeting. Independent Directors discussed inter-*alia* the performance of Non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

The Directors expressed their satisfaction with the evaluation process.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provision under Section 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, the Board confirm:

i. That in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;

ii. That they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

iii. That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. That they had prepared the annual accounts on a going concern basis;

v. That they had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively;

vi. That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS & THEIR REPORT

Statutory Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013, M/s S. N. Dhawan & Co., Chartered Accountants, (Firm Regn. No. 00050N) were appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 11th Annual General Meeting held on 1st September 2015 till the conclusion of 16th Annual General Meeting to be held in year 2020. Pursuant to the provisions of Section 139 to 141 of the Companies Act, Company has received a certificate from M/s S. N. Dhawan & Co., Chartered Accountants to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and relevant rules prescribed thereunder and that they are not disqualified for re-appointment and no pending proceedings against them or any of their partners with respect to professional matters of conduct.

The auditor has also confirmed that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of the ICAI.

Accordingly, on the recommendation of the Audit Committee, the re-appointment of M/s S. N. Dhawan & Co., Chartered Accountants as the Statutory Auditors of the Company from the conclusion of ensuing AGM till the conclusion of 21st AGM of the Company is being recommended for the approval of the members of the Company at the ensuing AGM.

REPORT OF STATUTORY AUDITORS

The auditor's report was issued without any qualification or adverse remark against the Company and the Report is self - explanatory.

SECRETARIAL AUDITORS & THEIR REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 M/s Mohit & Associates, Practising Company Secretaries, was appointed as the Secretarial Auditor for the financial year 2019-20 to conduct the secretarial audit of the company, The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as **'Annexure 4'** and forms an integral part of this report.

There are no qualifications or observations or other remarks by the Secretarial Auditors in their Report issued by them for the financial year 2019-20 which call for any explanation from the Board of Directors.

Cost Auditor

The Company is not required to maintain cost records and to undertake cost audit in accordance with the provisions of the Companies Act, 2013

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

According to Section 134(5) (e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well-placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's IFC system also comprises due compliances with Company`s policies and Standard Operating Procedures (SOP`s) and audit and compliance, supplemented by internal audit checks from M/s VSD & Associates, Chartered Accountants, the Internal Auditors. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting of Internal Audit Division and Internal Auditors to the Audit Committee of the Board. Additionally during the year 'M/s MAZARS Advisory Private Limited' have also been engaged for providing assistance in improvising IFC framework (including preparation of Risk & Control Matrices for various processes) and deployment of Self-Assessment Tool.

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

Development and implementation of Risk Management

JHS is having comprehensive risk assessment and minimization procedure in place, which are reviewed by the Board periodically. The Board is responsible for preparation of Risk Management plan, reviewing, monitoring and updating the same on regular and ongoing basis. Audit Committee is also taking care for critical risks on yearly basis.

Further, the risks control systems are instituted to ensure that the risks in each business process are mitigated. The Audit Committee of the Board is responsible for the overall risk management in coordination with Internal Auditor who report directly to the Board.

In the opinion of the Board there have been no identification of elements of risk that may threaten the existence of the company.

CHANGE IN NATURE OF BUSINESS

There has been no change in the nature of business of the Company. JHS Svendgaard Retail Ventures Pvt. Ltd., a subsidiary of Company which operates a Chain of retail stores of Patanjali at various Airports in or outside India, has set-up its first retail store at the Indira Gandhi International Airport (T2 Terminal) at Delhi. The Company has plan to open 150 stores at various Airports in coming future.

Further the Board of Directors in their meeting held on July 11, 2020 has also approved a proposal to diversify the existing business of the Company by undertaking business activities related to auto ancillary business i.e. to deal into automobile parts of all kinds & descriptions and other engineering items and other related items for motor cars, motor truck, buses, tractors, vans, jeeps, lorries, motor launches, motor cycles, cycles and vehicles and conveyances of all kinds.

The aforesaid diversification require amendment in the object clause of the Memorandum of Association of the Company and accordingly, a proposal for the same is being placed for the approval of the members at the ensuing AGM.

SUBSIDIARY COMPANY

As on March 31, 2020, there are three subsidiaries i.e. JHS Svendgaard Brands Limited (formerly known as JHS Svendgaard Dental Care Limited), JHS Svendgaard Mechanical and Warehouse Private Limited and JHS Svendgaard Retail Ventures Private Limited (formerly known as JHS Svendgaard Infrastructure Private Limited).

There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries and no company has ceased to be/became Subsidiary/ Associate of the Company.

Pursuant to Section 129 (3) of the Companies Act, 2013 and Ind AS-110 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial statements of its subsidiaries.

Further, a separate statement containing salient features of the financial statements of the subsidiaries in the prescribed Form AOC-1 has been disclosed and attached with herein as Annexure 5.

EXTRACT OF ANNUAL RETURN

Pursuant to the provision of Section 92(3) of the companies Act, 2013 read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the extract of annual return as on 31st March 2020 is attached herein **Annexure-6** in the prescribed Form MGT-9, which forms an integral part of this report. Annual Return in Form MGT- 7 of the Company is available on the Company's website at www.svendgaard.com.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments under section 186 of the Companies Act, 2013 as at the end of the financial year ended on 31st March 2020 have been disclosed in the stand alone financial statements of the company. Kindly refer the relevant note 50 to these statements.

CONTRACTS/ARRANGEMENTS WITH RELATED PARTIES

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis.

During the year, the Company has not entered into any contract or arrangement with related parties which could be considered material (i.e ..transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements entered into individually or taken together with previous transactions during the financial year) according to the policy of the company materiality of Related party Transactions.

The Company disclosed all related party transactions in relevant Note 42 to the Standalone Financial Statements of the year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure - 7 and is attached to this report.

CORPORATE SOCIAL RESPONSIBILITY

For your Company, Corporate Social Responsibility (CSR) means the integration of social, environmental and economic concerns in its business operations. CSR involves operating Company's business in a manner that meets or exceeds the ethical, legal, commercial and public expectations that society has of businesses. In alignment with vision of the Company, through its CSR initiative, your Company will enhance value creation in the society through its services, conduct and initiatives, so as to promote sustained growth for the society.

The Board of Directors of your Company has further formulated and adopted a policy based on above factors on Corporate Social Responsibility which can be accessed at our website at: [Weblink]. The CSR Policy of your Company outlines the Company's philosophy for undertaking socially useful programs through the creation of a CSR Trust for welfare and sustainable development of the community at large as part of its duties as a responsible corporate citizen. During the year under review, there has been no change in the policy. Broad areas CSR covered in the policy inter-alia includes:

- Eradicating hunger, poverty & malnutrition, promoting preventive health care & sanitation & making available safe drinking water.
- Promoting education, including special education & employment enhancing vocation skills especially among children, women, elderly & the differently unable & livelihood enhancement projects.
- Promoting gender equality, empowering women, setting up homes & hostels for women & orphans, setting up old age homes, day care centers & such other facilities for senior citizens & measures for reducing inequalities faced by socially & economically backward groups.

Further, the CSR policy also aims to provide for following:

- Establishing a guideline for compliance with the provisions of Regulations to dedicate a percentage of Company's profits for social projects.
- Ensuring the implementation of CSR initiatives in letter and spirit through appropriate procedures and reporting.
- Creating opportunities for employees to participate in socially responsible initiatives.

During the last financial years, no changes took place in the CSR Policy Further, during the year under review, your Company did not spend any amount of the CSR activities due [Specific Reasons to be provided]. The constitution of the Committee and the details of the meeting have been provided in the Annual Report on CSR, which forms an integral part of this report as **Annexure – 8.**

MATERIAL CHANGES AND COMMITMENTS

Change in Capital Structure and Listing of Shares

As on 31st March, 2020, the issued and paid up capital of the Company is stood at Rs. 60,90,04,650 consisting of 6,09,00,465 fully paid up equity shares of Rs.10/- each and there was also no change in authorized share capital during the year under review. Also the authorized share capital of the Company stood at Rs. 65,00,00,000 divided into 65,000,000 equity shares of Rs. 10/- each.

PREFERENTIAL ISSUE

Your Company is contemplating the preferential issue of Fully Convertible Warrants ("Warrants") in order to meet the funding and business-related requirements of the Company but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes, and accordingly , the Board has approved a preferential issue of up to 55,00,000 (Fifty-Five Lakh) warrants, convertible into equivalent number of equity shares of face value of Rs. 10/- each of the Company ("**Equity Shares**"), at an issue price of Rs. 20/- per warrant aggregating to Rs. 11,00,00,000/- (Rupees Eleven Crore only), at such terms and conditions as the Board may decide, to promoter and non-promoter entities subject to approval of the members at the ensuing AGM. The said issue also necessitates increase in authorized capital of the Company and accordingly a proposal to increase the authorized capital of the Company Company from Rs. 65,00,00,000 (Rupees Sixty Five Crores only) divided into 65,000,000 (Six Crores Fifty Lakhs) equity shares of Rs. 10/- each to 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- each is also being placed for approval of the members at the ensuing AGM.

DISCLOSURE ON DEPOSIT UNDER CHAPTER V

During the year under review the Company has neither accepted nor renewed any deposit in terms of Chapter V of the Companies Act, 2013 and Rules framed thereunder.

VIGIL MECHANISM

As per Listing Regulation read with Section 177(9) of the Act, the Company has established Vigil Mechanism through which Directors, Employees, and Business Associates may report unethical behavior, malpractices, wrongful conduct fraud, violation of company's code of conduct without any fear of reprisal. Vigil Mechanism is being overseen by the Audit Committee for the genuine concerns expressed by the employees and the Directors. The said Policy provides adequate safeguards against victimization of employees and Directors who express their concerns.

The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company and no employee was denied access to the Chairman of the Audit Committee. The policy as approved by the Board is uploaded on the Company's website at http://svendgaard.com/download/invester/Vigil_Mechansim/VIGIL%20MECHANISM%20POLICY.pdf

DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace. A policy has been adopted in line with the Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under and an Internal Complaints Committee has also been set up to redress complaints received regarding Sexual

Harassment. During the year, no complaints pertaining to sexual harassment were received.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY`S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any regulatory Authority, Court or Tribunal which shall impact the going concern status and Company`s operations in future.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

Except to the extent of disclosures made in this report, there have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

The Ministry of Home Affairs vide its Order No.40-3/2020 dated 24.03.2020 had notified a nationwide lockdown in India to contain the outbreak of COVID19 pandemic. As a result, the operations of the Company were temporarily disrupted at its facilities with reference to Sales, Marketing ,Personnel, warehouses and distribution locations. However, the Management has assessed that there is no material impact on the business operations. Accordingly, the Company has considered the possible effects that may result from the pandemic on the carrying amounts of its property, plant and equipment, investments, inventories, receivables and other current assets and liabilities. The Company has also evaluated its liquidity position, recoverability of its assets and based on current estimates expects that the carrying amount of these assets will be recovered. The Company has also considered internal and external information upto the date of approval of these standalone financial statements. The Company will continue to closely monitor any material changes to future economic conditions. The impact of COVID-19 on future business of the Company would depend on future developments that cannot be reliably predicted at this stage.

COMPLIANCE WITH SECRETARIAL STANDARD

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings;

INDUSTRIAL RELATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank all customers, shareowners, suppliers, bankers, business partners/associates, financial institutions and the Central Government and the State Government for their consistent support and encouragement provided by them in the past. Your Directors conveying their sincere appreciation to all employees of the Company and its subsidiaries and associates for their hard work and commitment. Their dedication and competence has ensured that the Company continues to be a significant and leading player in this industry.

For and on behalf of the Board

	Nikhil Nanda	**Mukul Pathak**
Date: 11.07.2020	**Managing Director**	**Director**
Place: New Delhi	**DIN: 00051501**	**DIN: 0051534**

Annexure-1

Policy on Appointment of Board Members

Constitution & Size

Members

- Chairman
- Promoter Family nominee(s)
- Executive Members
- Independent Members

Profile

- Board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director
- Not less than 50% of Members should be non-executive directors
- Where the Chairperson of the Board of Directors is a non-executive director, at least one-third of the Board of Directors shall comprise of Independent directors
- The Chairman should be elected by the Board

The skill profile of Independent Board Members will be driven by the key tasks defined by the Board for them

- Independent Corporate Governance
- Guiding strategy and Enhancing Shareholders Value
- Monitoring Performance, Management Development &
- Compensation
- Control & Compliance

Skill profile of Independent Board Members (multiple skills could be combined in one individual)

Key Skill Area/ Qualification	Essantial/Postive Attributes	Desirable Attributes
Strategy/ Business Leadership	• 2-3 years of experience as a CEO, preferably of an MNC in India	FMCG experience
Corporate Strategy Consultant	• Consultant/Academician with experience in FMCG industry and business strategy	Basic understanding of Finance
Sales and Marketing experience	• At least 10 years experience in sales and marketing. • Good understanding of commercial processes • 2-3 years as head of sales of marketing	Experience with FMCG or other consumer Products
Corporate Law	• Expert knowledge of corporate laws	Experience in trade/ consumer related laws
Finance	• At least 5 years as a CEO or as head of merchant banking operation	FMCG experience
Trade Policy & Economics	• Expert knowledge of Trade & Economic Policies	FMCG experience
Administration & Government Relations	• Retired Bureaucrat	Basic understanding of Finance & Business

Other Directors could be based on Company's priority at a particular time viz. knowledge of export markets that company is focusing on and commodity procurement expert.

Board Diversity

- There should not be concentration of Board Members based on a particular skill profile.
- Board member should be selected preferably from all the key skill areas defined earlier.
- Gender diversity: Board should have at least one Women Director.

Criteria for Determining Independence of a Director

1. Should be a person of integrity and possesses relevant expertise and experience.
2. Should be a person other than a Managing Director or Whole Time Director or Nominee Director.
3. Should neither be nor have been a Promoter of the Company or its holding, subsidiary or associate Company.
4. Should not be related to Promoters or Directors in the Company, its holding, subsidiary or associate Company.
5. Apart from receiving sitting fees, should have or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their Promoters, or Directors, during the two immediately preceding financial years or during the current financial year.
6. None of his/her relatives should have or had any pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their Promoters, or Directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year.
7. Neither himself nor any of his relatives –
   - holds or has held the position of a Key Managerial Personnel or is or has been an employee of the Company or its holding, subsidiary or associate Company in any of the three financial years immediately preceding the Financial Year in which he is proposed to be appointed;
   - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the Financial Year in which he is proposed to be appointed, of –
     - a firm of Statutory Auditors or Secretarial Auditors or Cost Auditors of the Company or its holding, subsidiary or associate Company; or
     - any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten percent or more of the gross turnover of such firm;
   - holds together with his relatives two percent or more of the total voting power of the Company.
   - is a Chief Executive or Director, by whatever name called of any Non-Profit Organization that receives twenty-five percent or more of its receipts from the Company, any of its Promoters, Directors or its holding, subsidiary or associate Company or that holds two percent or more of the total voting power of the Company.
   - is a material supplier, service provider, or customer or a lessor or lessee of the Company.
8. Should not be less than 21 years of age.
9. Shall possess such other qualifications as may be prescribed.
10. Shall not serve as Independent Director in
    - more than 7 listed companies;
    - more than 3 listed companies (if serving as a Whole Time Director in any listed Company).

Annexure-2

Remuneration Policy

1. Objective:

The objective of the remuneration policy of the company is to attract, motivate and retain the Directors, KMP and other employees who proves to be the key drivers to the organization's success and help organization to run it successfully and to retain the industry competitiveness. Pay mix is designed in such a manner so that it may reflect the performance and is further aligned to the long term interest of the shareholders.

2. Policy:

Remuneration Design and Mix

a. **Fixed Pay: Enable to attract, retain and develop the talent we need to succeed.**
   1. is competitive with leading companies where we recruit for talent.
   2. reinforces roles and accountabilities.
   3. is flexible and supportive of our organization's growth.
   4. is responsive to specific market pressures in terms of getting key talent from the market.
   5. provides salary Management guidelines so that decisions are made with confidence, integrity and speed.

b. **Short term Incentive Plans (one year): Create a process to effectively reward people for their contributions to the success of the Company in the short term**
   1. Utilizes Company, business unit/ department and individual- based metrics based on the principle of line of sight and impact.
   2. Is supported by clear, frequent communication and simple tools to administer.

c. **Long term Incentive Plans in form of performance based ESOP: Enable us to attract and retain key talent and create a process to effectively reward key talent for their contributions to the long term success of the Company**
   1. A significant portion of the key talent compensation delivered through restricted ESOP Plans with retention expectations in place to ensure alignment of the Executive interest with those of shareholders.
   2. Utilizes Company and business unit/department based metrics which are necessary for long term business sustenance and shareholder wealth creation.
   3. Utilizes measures that are clear, strategically focused, and easily supported by our systems.
   4. Provides suitable rewards to the performer, consistent with our strategy, and reinforce our culture.
   5. Helps to make our pay competitive with leading companies where we recruit for talent.

d. **Benefits: Provide programs that meet people's needs and are cost effective and utilize Innovative programs that make us distinctive as an organization**
   1. Be competitive with companies of our size and where we compete for talent.
   2. Provide benefits that are truly meaningful to people, supported by highly effective communication and easy administrative support.
   3. Provide benefits, services, or events that will make us distinctive in the marketplace and consistent with our culture and values.
   4. Provide benefits that are cost effective from both an individual and a Company perspective.

e. **Recognition: Utilize effective practices that are supported by innovative programs that reinforce our desired culture and make us a special place to work**
   1. Reinforces individual and team's behavior that makes us more competitive, efficient, and important to our customers.
   2. To create more employee touch points and recognition on formal and informal basis.

3. Utilize a variety of programs, events and activities that keep the process exciting.

f. Annual Performance Linked Enhancement that recognizes the performance of the resource keeping in view the achievement of organizational goals and Departmental goals.

g. Remuneration to Independent Directors:

1. Sitting Fee as approved by the Board.
2. Travel Cost and other out of pocket expenses for attending the Board & Committee Meetings.
3. No Stock options.

Tools for an effective Remuneration Policy implementation:

1. Remuneration Benchmark studies
2. Compilation of Live data while recruiting talent
3. Talent attrition studies
4. Benchmarking with Best Industry Practices
5. Participation in various forums

Annexure-3

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

Relevant Clause u/r 5(1)	Prescribed Requirement	Particulars
(i)	Ratio of the remuneration of each director to the Median Remuneration to the employees of the company for the financial year	Ratio of the remuneration of Mr. Nikhil Nanda, Managing Director to the median remuneration of employees – 31.52:1.
(ii)	The percentage increase in remuneration of each director, CFO, CEO, Company Secretary or Manager, if any, in the financial year.	Nil
(iii)	Percentage decrease in median remuneration of employees in the financial year	13.95%
(iv)	Number of permanent employee on the rolls of the company.	339 Employees
(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There was no increase in salaries of employees including executive director during the last financial year The aggregate increase in remuneration for KMPs was (Nil) in fiscal 2020 over fiscal 2019.
(xii)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.	

For and on behalf of the Board

Nikhil Nanda
Managing Director
DIN: 00051501

Mukul Pathak
Director
DIN: 0051534

Date: 11.07.2020
Place: New Delhi

Annexure-4

MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosers Requirements) Regulation, 2015 as amended]

SECRETARIAL AUDIT REPORT OF M/S JHS SVENDGAARD LABORATORIES LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020

To,
The Members,
JHS Svendgaard Laboratories Limited
Trilokpur Road kalaAmb, Distt Sirmaur,
Himachal Pradesh-173030

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JHS Svendgaard Laboratories Limited CIN-L24230HP2004PLC027558** ("The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also their information provided by the Company its officers, agents and authorized representatives during the conduct of Secretarial Audit. We hereby, report that in our opinion, the company has during the audit period covering the Financial year ended 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of-

(i) The Companies Act, 2013(the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008***;**

   f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009*****; and

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*****;

   i) The Securities and Exchange Board of India (Listing Obligation and Disclose Requirements) Regulations, 2015.

(vi) Other Laws applicable specifically to the Company namely:

   a) Drugs and Cosmetics Act, 1940

   b) The Trade Marks Act, 1999

*** Not applicable because company did not carry out the activities covered by the regulations/guidelines during the audit period.**

As informed to us the following other Laws specifically applicable to the Company as under-

(i) The Air (Prevention and Control of Pollution) Act, 1981;

(ii) The Environment (Protection) Act, 1986 ;

(iii) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ;

(iv) Employees' State Insurance Act, 1948;

(v) Equal Remuneration Act, 1976 ;

(vi) The Factories Act,1948 ;

(vii) The Industrial Employment (Standing Orders) Act, 1946;

(viii) Maternity Benefit Act, 1961 ;

(ix) Legal Metrology Act, 2009 ;

(x) The Minimum Wages Act, 1948;

(xi) The Payment of Wages Act, 1936 ;

(xii) The Negotiable Instruments Act, 1881 ;

(xiii) The Water (Prevention and Control of Pollution) Act 1974;

(xiv) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013. The Company has not constituted an internal complaints Committee. However the Company, being certified under Worldwide Responsible Accredited Production (WRAP), has a committee for prevention of sexual harassment of women at work place.

We have also examined compliance with the applicable clauses of the following-

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I/We further report that-

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Director and Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that adequate notice is given to all directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meeting duly recorded and signed by the chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that, there are adequate system and process in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations, and guidelines.

We further report that, during the audit period, Paid up equity share capital incudes 1,63,40,000 equity shares allotted pursuant to conversion of share warrants. These shares are listed on 17th April, 2020, there were no other specific events/ actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the company's affairs.

For & Behalf of Mohit& Associates

CS Mohit Dahiya
FCS :9540
C.P No: 23052
Place: New Delhi
Date: 10/07/2020
UDIN :F009540B000435262

Annexure-5

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with
rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	JHS Svendgaard Brands Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	13,19,75,260/-
5.	Reserves & surplus	1,71,29,646/-
6.	Total Assets	14,60,29,810/-
7.	Total Liabilities	3,11,85,167/-
8.	Investments	2,45,07,450/-
9.	Turnover	8,98,60,437/-
10.	Profit/(LOSS) before taxation	(7,11,51,694)
11.	Provision for taxation	-
12.	Profit / Loss after taxation	(6,24,81,751)
13.	Proposed Dividend	-
14.	% of shareholding	50.77%

Sl. No.	Particulars	Details
1.	Name of the subsidiary	JHS Svendgaard Mechanical and Warehouse (P) Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4.	Share capital	1,00,000/-
5.	Reserves & surplus	(37,47,138)
6.	Total assets	12,82,31,301/-
7.	Total Liabilities	13,18,78,439/-
8.	Investments	-
9.	Turnover	-
10.	Profit/(LOSS) before taxation	(45,285)
11.	Provision for taxation	-
12.	Profit after taxation	(45,285)
13.	Proposed Dividend	-
14.	% of shareholding	99.99%

Sl. No.	Particulars	Details
1.	Name of the subsidiary	JHS Svendgaard Retail Ventures Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4.	Share capital	6,51,20,000/-
5.	Reserves & surplus	(56,90,304)
6.	Total assets	11,97,80,701/-
7.	Total Liabilities	6,03,51,005/-
8.	Investments	1,26,86,300
9.	Turnover	2,63,68,852
10.	Profit/(LOSS) before taxation	(34,97,758)
11.	Provision for taxation	-
12.	Profit after taxation	(23,03,990)
13.	Proposed Dividend	-
14.	% of shareholding	99.82%

Part "B": Associates and Joint Ventures: Not Applicable

For and on behalf of Board of Directors of
JHS Svendgaard Laboratories Ltd

Nikhil Nanda
Managing Director
DIN: 00051501

Vanamali Polavaram
Chairman
DIN: 01292305

Kirti Maheshwari
Company Secretary & Compliance Officer
Membership No- 40253

Ashish Goel
Chief Financial Officer

Date: 11.07.2020
Place: New Delhi

Annexure-6

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L24230HP2004PLC027558
ii	Registration Date	08th October, 2004
iii	Name of the Company	JHS Svendgaard Laboratories Limited
iv	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
v	Address of the Registered office & contact details	Trilokpur Road, Kheri (Kala-Amb), Tehsil: Nahan, Distt: Sirmaur, Himachal Pradesh - 173 030 Ph. No. +91 9218-400346, Mail: csbrand@svendgaard.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Alankit Assignments Limited, 205-208, Alankit Complex, Jhandewalan Extension, New Delhi-110055, Ph. No. +91 9218-400346, Mail: csbrand@svendgaard.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/ services	NIC Code of the Product /service	% to total turnover of the company
1	Manufacturing of Oral Care Products	3050	91.65%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	JHS Svendgaard Brands Ltd. (Formerly known as JHS Svendgaard Dental Care Limited)	U52100DL2008PLC176320	Subsidiary	50.77%	2(87)(ii)
2	JHS Svendgaard Mechanical and Warehouse Private Limited	U29199DL2007PTC159125	Subsidiary	99.99%	2(87)(ii)
3	JHS Svendgaard Retail Ventures Private Limited	U52100DL2007PTC159306	Subsidiary	99.82%	2(87)(ii)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) CATEGORY-WISE SHAREHOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	26,897,988	0	26,897,988	44.17	26,897,988	0	26,897,988	44.17	0.00
b) Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL:(A) (1)	**26,897,988**	**0**	**26,897,988**	**44.17**	**26,897,988**	**0**	**26,897,988**	**44.17**	**0.00**
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Government	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e)Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**26,897,988**	**0**	**26,897,988**	**44.17**	**26,897,988**	**0**	**26,897,988**	**44.17**	**0.00**
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Venture Capital fund	0	0	0	0.00	0	0	0	0.00	0.00
c) Financial Institution /banks	32,895	0	32,895	0.05	1,350	0	1,350	0.00	-0.05
d) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIS	300,000	0	300,000	0.49	300,000	0	300,000	0.49	0.00
h) Foreign Venture	0	0	0	0.00	0	0	0	0.00	0.00
Capital Funds		0	0	0.00		0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	**332,895**	**0**	**332,895**	**0.55**	**301,350**	**0**	**301,350**	**0.49**	**-0.05**
(2) Central Govt/ State Govt/ Presidentof India	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (B)(2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
Total (B)(1)+(B)(2)	**332,895**	**0**	**332,895**	**0.55**	**301,350**	**0**	**301,350**	**0.49**	**-0.05**
(3) Non Institutions									
a) Bodies corporates	3,653,911	0	3,653,911	6.00	2,956,960	0	2,956,960	4.86	-1.14
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	13,629,406	16,607	13,646,013	22.41	14,102,751	14,707	14,117,458	23.18	0.77
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	14,333,256	0	14,333,256	23.54	15,572,965	0	15,572,965	25.57	2.04
c) Others (specify)	0	0	0	0.00	210,218	0	210,218	0.35	0.35
d) NBFC Registered with RBI	2,373	0	2,373	0.00	0	0	0	0.00	0.00
e) Clearing Member	96,728	0	96,728	0.16	39,280	0	39,280	0.06	-0.09
e) Any other (Specify) NRI	973,965	0	973,965	1.60	804,246	0	804,246	1.32	-0.28
f) Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (Specify)	0	0	0	0.00		0	0	0.00	0.00
Corporate Body	0	0	0	0.00		0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (Specify) Resident (HUF)	963,336	0	963,336	1.58	0	0	0	0.00	-1.58
SUB TOTAL (B)(3):	**33,652,975**	**16,607**	**33,669,582**	**55.29**	**33,686,420**	**14,707**	**33,701,127**	**55.34**	**0.05**
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	**33,985,870**	**16,607**	**34,002,477**	**55.83**	**33,987,770**	**14,707**	**34,002,477**	**55.83**	**0.00**
1.Custodian / DR holder	0	0	0	0.00	0	0	0	0.00	0.00
2. Employee Benefit Trust (under SEBI Share based Employee benefit) Regulations, 2014	0	0	0	0.00	0	0	0	0.00	0.00
Total Non Promoter Non Public Shareholding C = (C)(1)+(C)(2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Grand Total (A+B+C)	**60,883,858**	**16,607**	**60,900,465**	**100**	**60,885,758**	**14,707**	**60,900,465**	**100**	**0**

Notes:

1. 2,68,97,988 (Nos.) Equity shares of Promoter category includes 1,17,50,000 (Nos.) Equity shares issued to Mr. Nikhil Nanda (Promoter) on account of conversion of FCWs on 06.07.2017 which after receiving listing approval from the Stock Exchanges got listed on 17.04.2020.

2. 34002477 (Nos.) Equity shares of Non-Promoter category includes 45,90,000 (Nos.) Equity shares issued to various shareholders belonging to the Public (Non-Institution category) on account of conversion of FCWs on various dates which after receiving listing approval from the Stock Exchanges got listed on 17.04.2020.

(ii) **SHARE HOLDING OF PROMOTERS**

Sl No.	Shareholders Name	Shareholding at the beginning of the year (01.04.2019)			Shareholding at the end of the year (31.03.2020)			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Nikhil Nanda	23810774	39.10	0	23810774	39.10	0	0
2	Harish ChanderNanda	19731	0.044	0	19731	0.044	0	0
3	Sushma Nanda	3065983	6.884	0	3065983	6.884	0	0
4	D S Grewal	1500	0.003	0	1500	0.003	0	0
	Total	26897988	44.17	0	26897988	44.17	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year (31.03.2020)	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	**Sushma Nanda**				
	At the beginning of the year	3065983	6.884	–--	--
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	**No change during the year**			
	At the end of the year	**3065983**	**6.884**	**--**	**--**

Sl. No.		Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year (31.03.2020)	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
2	**Nikhil Nanda**				
	At the beginning of the year	23810774	39.10	--	--
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	**No change during the year**			
	At the end of the year	**23810774**	**39.10**	**--**	**--**
3	**Harish Chander Nanda**				
	At the beginning of the year	19731	0.03	--	-
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	**No change during the year**			
	At the end of the year	**19731**	**0.03**	**--**	**--**
4	**Daljit Sigh Grewal**				
	At the beginning of the year	1500	0.00	--	--
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	**No change during the year**			
	At the end of the year	**1500**	**0.00**	**--**	**--**

iv) Shareholding of Directors & KMP

Sl. No.		Shareholding at the beginning of the year (01.04.2019)			Cumulative Shareholding during the year (31.03.2020)
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	**Nikhil Nanda**				
	At the beginning of the year	23810774	39.10		--
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	**No change during the year**			
At the end of the year		**23810774**	**39.10**		**--**
2	**Ashish Goel**				
	At the beginning of the year	125,000	0.20	--	--
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	**No change during the year**			
At the end of the year		**125,000**	**0.20**	**-**	**--**
3	**Paramveer Singh Pabla**				
	At the beginning of the year	125,010	0.20	--	--
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	**No change during the year**			
At the end of the year		**125,010**	**0.20**	**--**	**--**
4	**Nikhil KishaorchandraVora**				
	At the beginning of the year	**15,99,025**	**2.62**	**--**	**--**
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	24,587 (Purchased)	0.04	16,23,612	2.66
At the end of the year		**16,23,612**	**2.66**	**--**	**--**

Note: No other Director or KMP of the Company holds shares.

v) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

SN	Name of shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	**VORA CHAITALI NIKHIL**				
	At the beginning of the year	2000000	4.49	2000000	4.49
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	20,00,000	4.49	2000000	4.49
2	**NIKHIL VORA**				
	At the beginning of the year	1599025	3.59	1599025	3.59
	Bought during the year	17046 (on 28.06.2019)	0.04	1616071	3.63
		7541 (on 20.03.2020)	0.02	1623612	3.64
	Sold during the year	-	-	1623612	3.64
	At the end of the year	1623612	3.64	1623612	3.64
3	**AMIT SAXENA**	1482777	3.33	1482777	3.33
	At the beginning of the year	-	-	1482777	3.33
	Bought during the year	-	-	1482777	3.33
	Sold during the year	-	-	1482777	3.33
	At the end of the year	1482777	3.33	1482777	3.33
4	**HT MEDIA LIMITED**				
	At the beginning of the year	1860465	4.18	1860465	4.18
	Bought during the year	-	-	1860465	4.18
	Sold during the year	8640 (on 14.02.2020)	0.02	1851825	4.16
		53006 (on 21.02.2020)	0.12	1798819	4.04
		462729 (on 28.02.2020)	1.04	1336090	3.00
		78723 (on 03.03.2020)	0.18	1257367	2.82
	At the end of the year	10103928	0.92	1257367	2.82
5	**DEEPAK SINGH**				
	At the beginning of the year	518350	1.16	518350	1.16
	Bought during the year	-	-	518350	1.16
	Sold during the year	-	-	518350	1.16
	At the end of the year	518350	1.16	518350	1.16
6	**NECTAR CONSULTANTS AND REALTORS PVT LTD**				
	At the beginning of the year	300000	0.67	300000	0.67
	Bought during the year	-	-	300000	0.67
	Sold during the year	-	-	300000	0.67
	At the end of the year	300000	0.67	300000	0.67
7	**TARRA FUND**				
	At the beginning of the year	300000	0.67	300000	0.67
	Bought during the year	-	-	300000	0.67
	Sold during the year	-	-	300000	0.67
	At the end of the year	300000	0.67	300000	0.67
8	**MEENU PURI**				
	At the beginning of the year	300000	0.67	300000	0.67
	Bought during the year	-	-	300000	0.67
	Sold during the year	-	-	300000	0.67
	At the end of the year	300000	0.67	300000	0.67
9	**SARAH FAISAL HAWA**				
	At the beginning of the year	-	-	-	-
	Bought during the year	27508 (on 18.10.2019)	0.06	27508	0.06
		35478 (on 25.10.2019)	0.08	62986	0.14
		17423 (on 01.11.2019)	0.04	80409	0.18
		28651 (on 08.11.2019)	0.06	109060	0.24
		15414 (on 15.11.2019)	0.03	124474	0.28
		11456 (on 22.11.2019)	0.03	135930	0.31
		41931 (on 29.11.2019)	0.09	177861	0.40
		5710 (on 06.12.2019)	0.01	183571	0.41
		23099 (on 13.12.2019)	0.05	206670	0.46
		20512 (on 20.12.2019)	0.05	227182	0.51
		6337 (on 27.12.2019)	0.01	233519	0.52
		14036 (on 31.12.2019)	0.03	247555	0.56
		30734 (on 10.01.2020)	0.07	278289	0.62
	Sold during the year	-	-	278289	0.62
	At the end of the year	278289	0.62	278289	0.62
10	**KARAN VINAY MITTAL**				
	At the beginning of the year	256920	0.58	256920	0.58
	Bought during the year	-	-	256920	0.58
	Sold during the year	26 (on 21.06.2019)	0.00	256894	0.58
	At the end of the year	256894	0.58	256894	0.58

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	92,18,000	1,10,00,000	-	2,45,89,337
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1,49,762	32,14,037	-	19,00,476
Total (i+ii+iii)	**93,67,762**	**1,42,14,037**	-	**2,64,89,813**
Change in Indebtedness during the financial year				
Additions	7,06,191	-		7,06,191
Reduction	34,69,440	1,42,14,037		1,76,83,477
Net Change	**27,63,249**	**1,42,14,037**		**1,69,77,286**
Indebtedness at the end of the financial year				
i) Principal Amount	65,70,158	-	-	65,70,158
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	34,355	-	-	34,355
Total (i+ii+iii)	**66,04,513**	**-**	**-**	**66,04,513**

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No	Particulars of Remuneration	Name of the MD/WTD/ Manager	Total Amount
1	**Gross salary**	**Nikhil Nanda (Managing Director)**	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	3,600,000	3,600,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit	9,42,009	9,42,009
	others (specify)	-	-
5	Others, please specify	-	-
Total (A)			**45,42,009**

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	**Mukul Pathak**		
	(a) Fee for attending board committee meetings	200,000	200,000	400,000
	(b) Commission			-
	(c) Others, please specify			-
	Total (1)			**400,000**
2	Other Non Executive Directors	**Vanamali Polavaram**	**Nikhil Vora (Nominee Director)**	
	(a) Fee for attending board committee meetings	170,000	-	170,000
	(b) Commission		-	-
	(c) Others, please specify.		-	-
	Total (2)		-	**170,000**
	Total (B)=(1+2)		**-**	**570,000**
	Total Managerial Remuneration			**570,000**
	Total Limit	**As per Section 197 read with Schedule V of the Companies Act, 2013**		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total
1	**Gross salary**	**Paramvir Singh-CEO**	****Chetan Batra Company Secretary**	***Sanjeev K Singh-Company Secretary**	**Ashish Goel-CFO**	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	28,32,240	4,86,000	360,293	24,08,400	60,86,933
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	0	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	0	-	-
2	Stock option	-	-	0	-	-
3	Sweat Equity	-	-	0	-	-
4	Commission	-	-	0	-	-
	As 5 % of profit before tax	-	-	0	-	-
	others (specify)	-	-	0	-	-
5	Others, please specify	-	-	0		-
Total		**28,32,240**	**4,86, 0000**	**360,293**	**24,08,400**	**60,86,933**

Notes:
*Mr. Sanjeev K Singh, Company Secretary & Compliance Officer was appointed as GM-Legal and Corporate Affairs w.e.f. 01st February, 2018. He resigned from the office of Company Secretary &Compliance officer of the company w.e.f 07th June,2019.
**Mr. Chetan Batra was appointed as Company Secretary & Compliance Officer w.e.f, 11th July, 2019 and resigned w.e.f 4th May 2020.

VII. PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty		0	0	0	0
Punishment		0	0	0	0
Compounding		0	0	0	0
B. DIRECTORS					
Penalty		0	0	0	0
Punishment		0	0	0	0
Compounding		0	0	0	0
C. OTHER OFFICERS IN DEFAULT					
Penalty		0	0	0	0
Punishment		0	0	0	0
Compounding		0	0	0	0

For and on behalf of the Board

Nikhil Nanda
Managing Director
DIN: 00051501

Mukul Pathak
Director
DIN: 0051534

Date: 11.07.2020
Place: New Delhi

Annexure - 7

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

1. Conservation of Energy

Wherever possible, energy conservation measures have been implemented. However, efforts to conserve and optimize the use of energy through improved operational methods and other means are being continued on an on-going basis. The energy consumption and the cost of production are kept under control. Wastage of energy has been minimized to a negligible level by switching off the electronic equipments as and when not in use.

Requisite data in respect of energy conservation is given below:

Power and fuel Consumption	Units	2019-20	2018-19
1. Electricity			
(A) Purchased			
--- Units	Kwh	417882	3940950
--- Total Amount	Rs. In Lacs	281.21	277.61
--- Rate/Unit	Rs.	6.74	7.04
(B) Own Generator			
--- Through Diesel Generator Units	Kwh	107557	157403
--- Unit per litre of Diesel Oil	Kwh	3.19	3.27
--- Cost/Unit	Rs.	18.83	19.25
--- Through steam turbine/generator		(60/-LTRS)	(63/-LTRS)
2. Other/ Internal generation light/diesel oil/furnace oil			
(A) Quantity			
Total Cost			--
Average Rate			--
(B) Consumption Per unit of Production			
1) Electricity	Kwh/Per Unit		
Oral Care Products			0.043
2) Through Diesel Generator	Kwh/Per Unit		
Oral Care Products			0.002

2. Research & Development (R&D) & Technology Absorption

The company has continued its endeavor to absorb best of the technologies for its products range to meet the requirements of globally competitive markets. The Company undertakes from time to time, various studies for process improvement, quality improvement and economies in production cost. The Company has a R&D team having good experience and well equipped with all the latest technologies and machines that help the Company to compete with the competitors who exist in both Organized and unorganized Sector.

Disclosure of Particulars With respect to Technology Absorption

i) **Specific areas in which R&D carried out by the Company :**

- Project of Global significance
- Technology upgradation
- Quality enhancement to achieve International Standards
- New Process Development
- Analysis of alternative raw materials

ii) **Benefits derived as a result of the above R&D and Future plans of action**

The R&D efforts are dedicated to development of new products and continuous improvement in process, quality and cost of existing products. The combined efforts ensured a strong portfolio in all categories including Oral Care, Health Care and Personal Care products.

iii) **Expenditure of R&D**

S.No.	Particulars	2019-20 (Amount in Rs.)	2018-19 (Amount in Rs.)
1	Capital	NIL	NIL
2	Recurring	NIL	NIL
3	Total	NIL	NIL
4	Total R&D Expenditure as a percentage of total turnover	NIL	NIL

3. Foreign exchange earnings and outgo

Particulars	2019-20	2018-19
Foreign Exchange Outgo		
Travelling	17,96,940	12,63,640
Raw Materials	5,14,254	50,18,292
Business Promotion		-
WIP	8,08,080	34,91,637
Spare Parts	12,02,676	5,39,909
Capital Goods	63,17,167	4,33,73,005
Brand Promotion	-	-
Repair & Maintenance	2,05,707	14,37,063
Earning in Foreign Exchange	NIL	NIL

For and on behalf of the Board

Nikhil Nanda
Managing Director
DIN: 00051501

Mukul Pathak
Director
DIN:0051534

Date: 11.07.2020
Place: New Delhi

STATEMENT SHOWING DETAILS OF CORPORATE SOCIAL RESPONSIBILITY

1	A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs and the Composition of the CSR Committee	The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's www.svendgaard.com
2.	Composition of the CSR Committee Mr. Nikhil Nanda Vanamali Polavaram Mukul pathak	**Category of Director** — **Chairman/Member** Managing Director — Chairman Non-Executive Director — Member Independent Non-Executive — Member
3.	Average net profit of the Company for last three financial year	Rs 15,08,81,422
4.	**Prescribed** CSR Expenditure (2% of the amount as in item 3 above)	Rs. 30,17,628
5.	Detail of CSR spent during the financial year 2019-20	Rs. 14,00,000
(a)	Total amount to be spent for the financial year	Rs. 16,17,628
(b)	Amount unspent, if any	Rs. 16,17,628
(c)	Manner in which the amount spent during the financial year 2019-20	The Company has spent Rs 14,00,000/- during the financial year. Please refer table given below for further details.
6.	In case the Company has failed to spend the two percent of the average net profit of the last three financial year or any part thereof, the Company shall provide the reason for not spending the amount in its Board Report	JHS considers social responsibility as an integral part of its business activities and endeavors to utilize allocable CSR budget for the benefit of society. JHS CSR initiatives are on the focus areas approved by the Board benefitting the community. The Company is continuously evaluating projects and will undertake more CSR activities in the year to come, further the existing CSR activities are also scalable and Company will incur further expenditure on such activities too.

Manner in which the amount spent for the financial year is detailed below:

S. No.	CSR Project or activity identified	Sector in which the Project is covered	Project or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period (in lakh)	Amount spent: Direct or through implementing agency
1.	PROMOTION OF EDUCATION	EDUCATION	Delhi (India)	10,00,000	10,00,000	10,00,000	Through Agency (Trust) i.e. Harish Chander Nanda Educational and Charitable Society
2.	EMPOWERMENT OF DISABLE CHILDREN	REDUCING INEQUALITIES AMONG ECONOMICALLY BACKWARD GROUPS	Delhi (India)	4,00,000	4,00,000	4,00,000	Through Agency (NGO) i.e. Amar Jyoti Charitable Trust

Affirmation:The CSR Committee hereby confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the Company.

For and on behalf of the Board

Date: 11.07.2020
Place: New Delhi

Nikhil Nanda
Chairman of CSR Committee
Managing Director
DIN: 00051501

Mukul Pathak
Director
DIN:0051534

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Our Corporate governance is a reflection of our value system encompassing our culture, policies and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. At JHS Svendgaard Laboratories Limited, we feel proud to belong to a Company whose visionary founders laid the foundation stone for good governance long back and made it an integral principle of the business.

Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. At JHS, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation.

The Board of Directors are responsible for and committed to sound principles of Corporate Governance in the Company. The Board of Directors plays a crucial role in overseeing how the Management serves the short and long-term interests of Members and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review.

The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with para C and D of Schedule V and clauses (b) to (i) to Sub-Regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") with regard to Corporate Governance. The Company is committed to achieve the best standards of Corporate Governance. The Company has built up a strong foundation for making Corporate Governance a way of life by having an independent Board with experts of eminence, forming a core team of top level executives, inducting competent professionals across the organization and putting in place best systems and processes. Going beyond, the Company has endeavoured to regulatory and legal compliances and adopt practices of high level of business ethics.

BOARD OF DIRECTORS

The Board of Directors ('the Board') have ultimate responsibility for the management, general affairs, direction, performance and long-term success of business as a whole. The Board has delegated the operational conduct of the business to the Managing Director and Chief Executive Officer (CEO) of the Company and has business / functional heads as its Members, which look after the management of the day-to-day affairs of the Company.

COMPOSITION OF THE BOARD:

As on 31st March 2020, the Company's Board consists of six directors. The Chairman of the Board is a non-executive director. The Company has an optimum combination of executive and non-executive directors in accordance with the provisions of applicable regulations of the SEBI Listing Regulations. The Board has one executive director and five non-executive directors, of whom three are independent directors. All independent directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interests of stakeholders and the Company.

CLASSIFICATION OF BOARD:

Directors	Category	Number of Directors	% to total number of Directors
Mr. Nikhil Nanda	Executive Director, Managing Director	1	16.66%
Ms. Rohina Sanjay Sangtani Mr. Mukul Pathak Ms. Balbir Verma	Non-Executive Independent Directors	3	50.00%
Mr. Vanamali Polavaram Mr. Nikhil Kishorchandra Vora (Nominee Director)	Other Non-Executive Directors	2	33.34%
	Total	6	100

DATE OF BOARD MEETINGS:

Minimum four Board meetings are held every year. Additional meetings are held to address specific needs of the Company. In case of any exigency/emergency, resolutions are passed by circulation. The Board of Directors met four times during the year on 18th May, 2019, 6th August, 2019, 12th November, 2019, 11th February, 2020. The maximum gap between any two meetings was less than 120 days.

The necessary quorum was present for all the meetings.

DIRECTORS' ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS

The Company's Board has an optimum combination of Executive, Non-Executive and Independent Directors with one Woman Director, as per the requirements of Regulation 17 of SEBI Listing Regulations. The Composition of the Board of the Company meets the criteria mandated by SEBI Listing Regulations and the Companies Act, 2013 ("**Act**").

The Name and categories of the Directors on the Board as on 31st March, 2020, their attendance at Board Meetings during the year and the number of Directorship and chairmanships/memberships of committee of each Director held in other public companies and attendance at last Annual General Meeting are shown below in Table 1.1:

Name of Director	Category	Board Meetings Attended (No. of Meeting: 4)	Attendance at the Last AGM	Directorships in other Companies	Committee positions held in other Cos.	
					Chairman	Member
P Vanamali	Chairman Non-Executive	4	Yes	4	-	-
Nikhil Nanda	Managing Director	4	Yes	7	-	-
Balbir Verma*	Non- Executive Independent Director - woman	4		1	-	-
Mukul Pathak	Non- Executive Independent Director	4	Yes	1	-	-
Nikhil Vora	Nominee Director	1	-	12	-	-
Mrs. Rohina Sanjay Sangtani	Independent Director – Woman	0	-	1	-	-

*Appointed as additional Independent Director on 17th September, 2018 and approved by the members on AGM held on 17th September, 2019.

Name of other listed entities in which our Directors are Director as on 31st March, 2020

Name of Director	Name of Listed entities in which Director is Director
P Vanamali	NA
Nikhil Nanda	NA
Balbir Verma	NA
Mukul Pathak	NA
Nikhil Vora	Hindustan Foods Limited
Mrs. Rohina Sanjay Sangtani	NA

Other than Mr. Nikhil Nanda and Mr. Nikhil Vora, who holds 2,38,10,774 and 16,23,612 equityshares respectively, no other Director holds any shares in the Company.

None of the directors have an inter-se relation with each other.

BOARD INDEPENDENCE

The definition of 'Independence' of Directors is derived from Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Independent Directors have confirmed that they meet the criteria of Independence laid down under the Act and Regulation 16 (1)(b) of the SEBI Listing Regulations.

At the time of appointment and thereafter at the beginning of each financial year, the Independent Directors submit a self declaration, confirming their independence and compliance with various eligibility criteria laid down by the Company, among other disclosures and the Company also ensures that its Directors meet the above eligibility criteria. All such declarations are placed before the Board for information. The Board is of the opinion that the independent directors fulfill the conditions specified in SEBI Listing Regulations and are independent of the management.

In the opinion of the Board, the independent directors fulfill the conditions specified in these regulations and are independent of the management of the Company.

FAMILIARISATION PROGRAMME OF THE INDEPENDENT DIRECTORS

The Familiarization Programme for Independent Directors aims to help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively discharge his / her role as a Director of the Company. The Independent Directors have complete access to the information within the Company.

The Company conducts training sessions for the Independent Directors where specific presentations were provided to them about the Company's strategy, business model, operations, markets, organization structure, product offerings, finance, risk management framework, competitor's analysis and various other factors affecting the Company's business. Moreover interactive meets are organized from time to time where they get opportunity to interact with Senior Management, Head of departments and other key personnel of the organization.

Details of the familiarization programme conducted by the Company for the independent directors is available on the website of the Company at https://www.svendgaard.com/download/invester/Familarization%20Programme/FAMILIARIZATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS.pdf

SKILL OF BOARD OF DIRECTORS

The Board comprises of the qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating Directors on the Board:

Leadership	Ability to inspire, motivate and offer direction and leadership to others and represent the Company before internal and external stakeholders
Management	Knowledge or expertise or understanding of sound management and business principles or experience of working in senior management position of any organization
Financial expertise	An understanding of financial statements and the accounting principles used by the Company to prepare its financial statements; including the ability to assess the general application of such accounting principles in connection with the accounting for the Company
Governance	Commitment to the highest standards of governance, including experience with a major organisation on governance practices along with clear understanding of roles and responsibilities of Board of a Company and responsibilities as Director
Strategy Development and Implementation	Experience in developing and implementing business strategies or ability to give strategic insights to key business objectives.
Knowledge of Healthcare sector	Understanding of the working of Healthcare Sector including but not limited to areas like challenges, opportunities, business models, revenue streams, business processes & practices etc.
Information Technology	Knowledge and experience in the strategic use and governance of information management and information technology within the organisation.
Risk Management	Experience in enterprise risk management in the relevant industry, and understanding of the Boards, role in the oversight of risk management principles
Human Resource	Experience in developing strategies or handling matter like development of talent and retention, succession planning and driving change and long term.

In the table below, specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of the mark against a members' name does not necessarily mean the member does not possess the corresponding skill or qualification:

Name of Directors	Areas of Expertise								
	Leadership	Management	Financial expertise	Governance	Strategy Development and Implementation	Knowledge of Healthcare sector	Information Technology	Risk Management	Human Resources
P Vanamali	Yes				Yes	Yes		Yes	
Nikhil Nanda	Yes		Yes			Yes	Yes		Yes
Balbir Verma	Yes								
Mukul Pathak	Yes	Yes	Yes			Yes	Yes		Yes
Nikhil Vora		Yes		Ye	Yes	Yes	Yes	Yes	Yes
Mrs. Rohina Sanjay Sangtani	Yes	Yes			Yes			Yes	Yes

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

All Independent Directors of the Company met separately on 11th February, 2020 without the presence of Non-Independent Directors and Members of Management. In accordance with the Listing Regulations, following matters were, *inter-alia*, reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole.
- Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors.
- Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

COMMITTEES OF THE BOARD

The Board as on 31st March, 2020 had four Committees to focus effectively on the issues and ensure expedient resolution for diverse matters namely:

- Audit Committee
- Stakeholders' Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee

The Board is responsible for constituting, assigning, and fixing the terms of reference for the members of various committees. The role and composition of these committees, including the number of meetings held during the financial year are provided below:

AUDIT COMMITTEE

As on 31st March, 2020, the Company's Audit Committee comprises of four members, out of whom three are Independent Non-Executive Directors and one is Executive Director. The Company Secretary acts as the Secretary to Committee. The composition of the Audit Committee meets the requirements of Section 177 of the Act and Regulation 18 of SEBI Listing Regulations. During the year under review total 4(four) meetings of Audit Committee were held on 18th May, 2019, 06th August, 2019, 12th November, 2019 & 11th February, 2020.

Constitution and Attendance Record

Name of the Member	Category	No of Meetings Held	No of Meetings Attended
Mr. Mukul Pathak	Chairperson- Independent	4	4
Mr. Nikhil Nanda	Member-Executive	4	4
Mrs. Rohina Sanjay Sangtani	Member- Independent	4	0
Mrs. Balbir Verma	Member- Independent	4	4

The Director responsible for the finance function, the head of internal audit and the representative of the statutory auditors, internal auditors are permanent invitees to the Audit Committee. All the members of the committee are eminent professionals and draw upon their experience and expertise across a wide spectrum of functional areas such as finance and corporate strategy. Minutes of each of the audit committee meetings were placed before the Board Meeting.

The powers and role of the Audit Committee is in accordance with the provisions of Regulation 18 and Part C of Schedule II of the SEBI Listing Regulations and section 177 of the Act.

Terms of Reference

The broad terms of reference of Audit Committee are as follows:

a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

   i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

   ii. Changes, if any, in accounting policies and practices and reasons for the same;

   iii. Major accounting entries involving estimates based on the exercise of judgment by management;

   iv. Significant adjustments made in the financial statements arising out of audit findings;

   v. Compliance with listing and other legal requirements relating to financial statements;

   vi. Disclosure of any related party transactions;

   vii. Modified opinions in the draft audit report;

e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

h) Approval or any subsequent modification of transactions of the Company with related parties;

i) Scrutiny of inter-corporate loans and investments;

j) Valuation of undertakings or assets of the Company, wherever it is necessary;

k) Evaluation of internal financial controls and risk management systems;

l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

n) Discussion with internal auditors of any significant findings and follow up there on;

o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

r) To review the functioning of the Whistle Blower mechanism;

s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

u) Reviewing the utilization of loans/advances from/ investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments existing as on the date of coming into force of this provision.

The Audit Committee shall mandatorily review the following information:

a) Management discussion and analysis of financial condition and results of operations;

b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

c) Management letters / letters of internal control weaknesses issued by the statutory auditors;

d) Internal audit reports relating to internal control weaknesses; and

e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

f) Statement of deviations:

   a. quarterly statement of deviation (s) including report of monitoring agency, if applicable, submitted to stock exchange (s) in terms of Regulation 32 (1).

   b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32 (7).

The Chairperson of the Audit Committee was present at the last Annual General Meeting held on 17th September, 2019 to answer the queries of the shareholders.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the Regulation 20 of the SEBI Listing Regulations and provisions of Section 178 of Act, the Company has a Stakeholders' Relationship Committee. As on March 31, 2020, the Stakeholders Relationship Committee comprises of three Non-Executive Directors and one Executive director. Mr. Vanamali Polavaram, Non-executive director acts as the Chairman of the Committee. During the year under review, 4 (Four) meetings of the Committee were held on 18th May, 2019, 06th August, 2019, 12th November, 2019 & 11th February, 2020. The Company Secretary acts as the Secretary to Committee

Constitution and Attendance Record:

Name of the Member	Category	No of Meetings Held	No of Meetings Attended
Mr. Vanamali Polavaram	Chairperson- Independent	4	4
Mr. Mukul Pathak	Member- Independent	4	4
Mr. Nikhil Nanda	Member- Executive	4	4
Mrs. Balbir Verma	Member- Independent	4	4

Terms of reference:

The Committee is entrusted with the responsibility of addressing the shareholders' and investors' complaints with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc. and ensuring an expeditious share transfer process in line with the proceedings of the Share Transfer Committee. The Committee also evaluates performance and service standards of the Registrar and Share Transfer Agent of the Company and also provides continuous guidance to improve the service levels for the investors.

Number of complaints regarding shares for the financial year ended 31st March, 2020 is enumerated below:

Particulars	Status
Complaints outstanding as on 1st April, 2019	Nil
Complaints received during the year ended 31st March, 2020	Nil
Complaints resolved during the year ended 31st March, 2020	Nil
Complaints Outstanding as on 31st March, 2020	Nil

The Chairperson of the Stakeholder relationship Committee was present at the last Annual General Meeting held on 17th September, 2019 to answer the queries of the shareholders.

NOMINATION AND REMUNERATION COMMITTEE:

As on 31st March, 2020, the Nomination and Remuneration Committee comprises of all Non-executive Directors and out of which two are independent directors. Mr. Mukul Pathak acts as Chairman of the Committee. During the year under review 1 (one) meeting of Remuneration Committee were held on 11th February, 2020. The Company Secretary acts as the Secretary to Committee

Constitution and Attendance Record:

Name of the Member	Category	No of Meetings Held	No of Meetings Attended
Mr. Mukul Pathak	Chairperson- Independent	1	1
Mr. Vanamali Polavaram	Member – Non-Executive	1	1
Mrs. Rohina Sanjay Sangtani	Member - Independent	1	0

Terms of reference:

Terms of reference of the Nomination and Remuneration Committee, inter alia, includes the following:

1. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
2. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, KMP, senior management and other employees;
3. Formulate a familiarization programme to acquaint Directors with the Company and its business etc.
4. Formulating the criteria for evaluation of every directors performance;
5. Devising a policy on Board diversity;
6. The Committee shall take into consideration and ensure the compliance of provisions of Section 196, read with Schedule V of the Companies Act, 2013 while appointing and fixing remuneration of Managing Director / Whole-time Directors;
7. While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
8. Recommend to the board, all remuneration, in whatever form, payable to senior management.
9. The Committee shall consider and recommend to the Board, shares to be allotted to the eligible employees pursuant to the ESOP Scheme of the Company. Further, the Committee shall have the authority in its discretion:
    i. To determine the Exercise Price;
    ii. To select the Employees to whom Options may from time to time be granted hereunder;
    iii. To determine whether and to what extent Options are granted hereunder;
    iv. To determine the number of Shares to be covered by each Options granted hereunder;
    v. To approve forms of SEBI Listing Regulations for use under the Plan;
    vi. To determine the terms and conditions, not inconsistent with the terms of the Plan, of any award granted hereunder;
    vii. To prescribe, amend and rescind rules and regulations relating to the Plan;
    viii. To construe and interpret the terms of the Plan and Shares issued pursuant to the Plan; and
    ix. To take decisions on other matter as may be necessary for administration of this Plan.
10. The Committee shall perform other activities as requested by the Board of Directors or to address issues related to any significant subject within its term of reference.

Performance Evaluation

The Company has devised a formal process for annual evaluation of performance of the Board, its Committees and Individual Directors including Independent Directors. The process provides that the performance evaluation shall be carried out on annual basis.

During the year, the Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. A structured questionnaire formed key part of the evaluation process for reviewing the functioning and effectiveness of the Board. The evaluation process focused on various aspects of the Board and Committees functioning such as structure, composition, quality, board meeting practices and overall Board effectiveness. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017

The Nomination and Remuneration Committee reviewed the performance of individual directors including Independent Directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings like meaningful and constructive contribution and inputs in meetings, etc.

Also, in a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of Board as a whole and performance of the Chairman was evaluated, taking into account the views of the Executive Directors and Non-executive Directors.

In the Board Meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was also discussed. Discussion on Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated. There are few following specific criteria(s) which are for performance evaluation of Independent Directors:

- Participation and contribution by a Director.
- Commitment , including guidance provided to the Senior Management outside of Board/ Committee Meetings.
- Effective deployment of knowledge and expertise.
- Effective management of relationship with various stakeholders.
- Independence of behaviour and judgment.
- Maintenance of confidentiality of critical issues.

Outcome of Evaluation Process

The Board was satisfied with the professional expertise and knowledge of each of its Directors. All the Directors effectively contributed to the decision making process by the Board. Further, all the Committees were duly constituted and were functioning effectively. The Board also expressed its satisfaction in relation to the provision of supporting documents to the Board enabling it to assess the policy & procedural requirements for proper functioning of the Company. The Board expressed its satisfaction with the decision making and decision implementing procedure followed by it.

REMUNERATION OF DIRECTORS

i) **Non-executive Directors:** The Company has no pecuniary relationship or transaction with its Non-executive Directors other than payment of sitting fees to them for attending Board and Committee meetings. The criteria of making payments to non-executive directors is available on the website of the Company at https://www.svendgaard.com/criteriaformakingpayment.html For further details of remuneration paid to Non- executive Directors, please refer extract of Annual return (Form MGT-9) attached with the Board's Report.

ii) **Executive Directors:** The remuneration policy is directed towards rewarding performance. It is aimed at attracting and retaining high caliber talent. The Company does have an incentive plan which is linked to performance and achievement of the Company's objectives.

Remuneration paid to the Directors of the Company during the year ended 31st March, 2020:

Particulars	**(Rs. In Lakhs)**
Salary	36,00,000
Sitting Fees	0
Other Perquisites/Benefits	9,42,009
Total	45,42,009

Services of Mr. Nikhil Nanda, Managing Director may be terminated by either party, giving three months' notice or the Company paying three month's salary in lieu thereof. There is no separate provision for payment of severance fees.

No notice or severance fee is payable to any other director. Further, there were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Board of Directors constituted a CSR Committee and formulated the CSR Policy of the Company which is available on the website of the Company https://www.svendgaard.com/download/invester/Vigil_Mechansim/CSR%20Policy.pdf

During the financial year under review, one meeting of CSR Committee was held on 23.09.2019. As on March 31, 2020, CSR Committee consists of the following members:

Name of the Member	Category	No of Meetings Held	No of Meetings Attended
Mr. Nikhil Nanda	Chairman	1	1
Mr. Mukul Pathak	Member	1	1
Mr. Vanamali Polavaram	Member	1	1

The role of CSR Committee is as under:

(a) Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in compliance with the Act and rules thereunder.

(b) Recommend the amount of expenditure to be incurred on the activities as above, and

(c) Monitor the CSR Policy of the Company from time to time.

(d) During the financial year under review, one meeting of CSR Committee was held on 23.09.2019. As on March 31, 2020, CSR Committee consists of the following members:

DISCLOSURES

- **RELATED PARTY TRANSACTIONS:**

  Attention of the members is drawn to the disclosure set out in Notes to Account 42 Schedule forming a part of the Annual Report.

  Besides this, the Company has no material significant transaction with the related parties viz. promoters, directors of the Company, management, their relatives, subsidiaries of promoter Company etc. that may have a potential conflict with the interest of the Company at large.

  All related party transactions are negotiated on an arm's length basis and are intended to further the Company's interests. In terms of SEBI Listing Regulations, the Company has formulated policy on dealing with Related Party Transactions. And available at our website:

  https://www.svendgaard.com/download/invester/Vigil_Mechansim/RELATED%20PARTY%20TRANSACTION%20POLICY.pdf

- **DETAILS OF NON-COMPLIANCE:**

  The Company has complied with the requirements of the Stock Exchanges and SEBI on matters related to Capital Markets, as applicable. No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

- **DISCLOSURES ON COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED LISTING REGULATION:**

  The Company has complied with the requirements of Schedule V of the Listing Regulations.

  Further, The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance Report

- **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

  Pursuant to Section 177(9) and (10) of the Act and Regulation 22 of the SEBI Listing Regulations, the Company has formulated Vigil Mechanism and Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website at :https://www.svendgaard.com/download/invester/Vigil_Mechansim/VIGIL%20MECHANISM%20POLICY.pdf

- **COMPLIANCE WITH MANDATORY AND NON MANDATORY REQUIREMENTS:**

  The Company is fully compliant with the applicable mandatory requirements of the SEBI Listing Regulations.

  The compliance with non-mandatory requirements can be understood from the following:

A. The Board

The Board is headed by a non-executive Chairperson.

B. Shareholder Rights

The quarterly/half-yearly/annual financial results of the Company are published in leading newspapers as mentioned under the heading "Means of Communication" of the Corporate Governance Report and also displayed on the website of the Company. The annual financial statements are separately circulated to the shareholders.

C. Modified opinion(s) in audit report

The audit report on the financial statements have been issued with an unmodified audit opinion.

D. Reporting of internal auditor

The internal auditor may report directly to the audit committee.

- **DISCLOSURE IN RESPECT OF POLICY FOR DETERMINING MATERIAL SUBSIDIARIES :**

  The Company does not have any material subsidiary as defined under the SEBI Listing Regulations.

  The Company has also formulated a policy for determining material subsidiaries in accordance with Regulation 16(1)(c) of the SEBI Listing Regulations and it has placed the same on the website of the company at https://www.svendgaard.com/download/invester/Policy/Policy-material-subsidiary.pdf

- **DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS:**

  The Company has followed accounting principles generally accepted in India, including the Indian Accounting Standard (Ind AS) as specified under Section 133 of Act ("the Act") and other relevant provision of the Act. The Company has uniformly applied the Accounting Polices during the period presented. Kindly refer notes of the financial statements (standalone and consolidated) for significant accounting policies adopted by the Company.

- **CEO/ CFO CERTIFICATION:**

  As required by the SEBI Listing Regulations, the CEO and CFO certification is provided in this Annual Report as Annexure A.

- **CERTIFICATE OF NON-DISQUALIFICATION**

  A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority is annexed to the Annual Report as annexure B.

Other disclosures:

i. The Company has not undertaken commodity price risk or foreign exchange risk and hedging activities;

ii. The Board had accepted all the recommendation of the committee(s) of the Board which is mandatorily required, in the year under review financial year.

- **DETAIL OF TOTAL FEES PAID BY THE COMPANY ALONG WITH SUBSIDIARIES TO THE STATUTORY AUDITORS AND THEIR NETWORK FIRMS**

  The details of total fees for all services incurred by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

Particulars	Amount (In Lacs)
Services as statutory auditors (incl. quarterly limited reviews)	13.85
Tax audit	2.50
Other matters (certification and reporting)	0.80
Re-imbursement of out of pocket expenses	0.28
Total	17.43

- **DISCLOSURES IN RELATION TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

  An Internal Complaints Committee has been constituted to look into grievance/complaints of sexual harassment lodged by employees as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, no complaints were received during the year and no complaint is pending on 31st March, 2020.

  a. Number of complaints filed during the financial year- NIL

  b. Number of complaints disposed of during the financial year-NIL

  c. Number of complaints pending as on end of the financial year- NIL

- **COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

  In terms of Regulation 34 of the SEBI Listing Regulations, the compliance certificate from practicing company secretaries to the effect of compliance of conditions of corporate governance by the Company is annexed with this Report as Annexure- C.

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

The Company has in place a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code of Conduct for Prevention of Insider Trading lays down guidelines advising the Management, staff and other connected persons, on procedures to be followed and disclosures to be made by them while dealing with the shares of JHS, and cautioning them of the consequences of violations. The Company Secretary is the compliance officer under the Code responsible for complying with the procedures, monitoring adherence to the rules for the prevention.

CODE OF CONDUCT

The Company has adopted a Code of Conduct for all its Directors and employees. This Code of Conduct has been communicated to all of them. The Code of Conduct has also been put on the Company's website i.e.

https://www.svendgaard.com/download/invester/Vigil_Mechansim/CODE%20OF%20CONDUCT%20FOR%20DIRECTORS%20&%20SENIOR%20MANAGEMENT%20PERSONNEL.pdf

The Code has been circulated to all the Board members and Senior Management Personnel and compliance of the same has been affirmed by them for the financial year 2019-20. A declaration signed by the Vice Chairperson and Managing Director of the Company is attached as Annexure- D.

MEANS OF COMMUNICATION:

All vital information relating to the Company and its performance, including quarterly results, official press releases are posted on the web site of the Company i.e. www.svendgaard.com. The quarterly and annual results of the Company's performance are published in Business Standard(English) circulated all over India, Naya India (Hindi) circulated in Regional Area.

The quarterly and annual financial results of the Company are also available on the websites of Bombay Stock Exchange Limited and National Stock Exchange of India Ltd. viz. www.bseindia.com and www.nseindia.com respectively.

Further, official news releases have also been posted on the website of the Company and presentations are made to institutional investors and analysts on the Company's audited annual financial results.

SUBSIDIARY COMPANIES

The Company monitors performance of its subsidiaries, inter alia, by the following means:

i) The Audit Committee reviews the Financial Statements of the subsidiary companies, along with investments made by them, on a quarterly basis.

ii) The Board of Directors reviews the Board meeting minutes and statements of all significant transactions and arrangements, if any, of the subsidiary companies.

GENERAL BODY MEETINGS:

I. General Meeting:

a) Annual General Meeting

The last three Annual General Meetings of the Company:

Year	Venue	Date	Time	Special Resolution
2018-19	Trilokpur Road, Kheri (Kala-Amb), Tehsil - Nahan, District Sirmour, Himachal Pradesh – 173 030	17.09.2019	01:00 P.M	1. To Regularize/appointment of Mrs. Balbir Verma (DIN: 08210364), as an Independent Director of the Company. 2. Adoption of Memorandum of Association as per Companies Act, 2013. 3. Adoption of New Set of Articles of Association as per Companies Act, 2013.
2017-18	Trilokpur Road, Kheri (Kala-Amb), Tehsil - Nahan, District Sirmour, Himachal Pradesh – 173 030	11.09.2018	01:00 P.M	Appointment of Mrs. Rohina Sanjay Sangtani as an Independent Director.
2016-17	Trilokpur Road, Kheri (Kala-Amb), Tehsil - Nahan, District Sirmour, Himachal Pradesh – 173 030	29.08.2017	12.00 P.M	Not Applicable as there was no Special Resolution last year.

No special resolution requiring a postal ballot was passed last year or is being proposed at the ensuing Annual General Meeting.

GENERAL SHAREHOLDER INFORMATION:

- **COMPANY'S WEBSITE:**

The website of the Company is www.svendgaard.com contains all relevant information about the Company the Annual Report, Shareholding Pattern, Results and all other material information as and when prepared are updated on this site.

- **ENSUING ANNUAL GENERAL MEETING**

Date of AGM	:	Saturday, 8th August, 2020
Time	:	01:00 P.M.
Venue	:	This meeting is being held through Video Conferencing.

- **FINANCIAL CALENDER**

Financial year : 1st April, 2019 to 31st March, 2020

- **TENTATIVE CALENDAR FOR FINANCIAL YEAR ENDING MARCH 31, 2021**

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

First Quarter Results	Within 45 days of the end of the first quarter
Second Quarter & Half Yearly Results	Within 45 days of the end of the second quarter
Third Quarter & Nine Months Results	Within 45 days of the end of the third quarter
Fourth Quarter and Annual Results	Within 60 days of the end of the financial year

- **DIVIDEND**

The Board of Directors have not recommended any dividend for the year under review.

- **BOOK CLOSURE DATE**

Not Applicable.

- **LISTING INFORMATION:**

The Company's shares are listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. Listing fees as prescribed have been paid to the respective Stock Exchanges for the financial year ended 31st March, 2020.

- **STOCK CODE**

Bombay Stock Exchange Limited: 532771
National Stock Exchange of India Limited: JHS
ISIN Code: INE544H01014

- **MARKET PRICE DATA**

Monthly high and low prices and volumes of equity shares of the Company at BSE and the NSE for the year ended 31st March, 2020. The below Chart compares the Company's share price at the BSE versus the Sensex

S. No.	Month	BSE		NSE	
		High	Low	High	Low
1	Apr-19	28.70	24.60	28.90	24.30
2	May-19	25	22	25.15	22
3	Jun-19	27.20	16.05	27.40	18.20
4	Jul-19	24	18.40	22.85	18.20
5	Aug-19	19.15	12.80	19.45	12.70
6	Sep-19	21.45	13.65	21.90`	13.75
7	Oct-19	18.70	14.80	19	14.35
8	Nov-19	18.80	15.05	18.95	15
9	Dec-19	16.80	14.05	17.10	13.65
10	Jan-20	16.90	13.25	16.95	13.20
11	Feb-20	14.39	13.50	14.40	10.60
12	Mar-20	11.80	6.67	12.50	6.50

Performance in comparison to broad-based indices of BSE Sensex and NIFTY 50

Month	JHS Closing Price (BSE) (In Rs.)	BSE Sensex Closing	JHS Closing Price (NSE) (In Rs.)	NSE Nifty 50 Closing
Apr-19	24.6	39,031.55	24.50	11748.15
May-19	23.3	39,714.20	23.30	11922.80
Jun-19	22.1	39,394.64	21.90	11788.85
Jul-19	18.7	37,481.12	18.70	11118.00
Aug-19	14.5	37,332.79	14.45	11023.25

Sep-19	16.5	38,667.33	16.45	11474.45
Oct-19	17.4	40,129.05	17.30	11877.45
Nov-19	16.7	40,793.81	16.75	12056.05
Dec-19	15.1	41,253.74	15.15	12168.45
Jan-20	13.4	40,723.49	13.35	11962.10
Feb-20	10.9	38,297.29	10.90	11201.75
Mar-20	7.5	29,468.49	7.55	7801.05

REGISTRARS AND TRANSFER AGENTS

Name and Address	:	Alankit Assignments Limited, Alankit Heights 1E/13, Jhandewalan Extension, New Delhi – 110055
Telephone	:	+91-11-4254 1234
Fax	:	+ 91-11-4254 1201
Email	:	rta@alankit.com

SHARE TRANSFER SYSTEM

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. All such requests are handled and disposed off by Company's Registrar & Share Transfer Agent i.e. Alankit Assignments Limited, within fifteen days from the date of receipt of request, provided the documents are found to be in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants.

Further pursuant to Regulation 40(9) of SEBI Listing Regulations, certificate on half yearly basis confirming the due compliance of share transfer formalities by the Company from Practicing Company Secretary have been submitted to Stock Exchanges within stipulated time.

Reconciliation of Share Capital Audit Report for the Quarter ended 31st March, 2020, confirming that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL as on 31st March, 2020, was obtained from practicing company secretary and submitted to the stock exchanges with in stipulated time.

SHAREHOLDING PATTERN AS ON 31ST MARCH 2020

Category	No. of Shareholders	No of Shares	% of Holding
Promoters Shareholding	4	15147988	33.99
Non-promoters holding	21302	29412477	66.01
	-	-	-
Grand Total*	**21306**	**44560465**	**100.00**

* Total Number of Share does not include 1,63,40,000 Equity shares which were listed in April, 2020

- **DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020**

No. of Shares	Holding	Percentage to capital	Number of Accounts	Percentage to total accounts
1 – 500	2748526	73.17	15589	73.16
501 - 1000	2184032	12.27	2615	12.27
1001 - 2000	2315253	6.98	1488	6.98

2001 - 3000	1356451	2.45	522	2.45
3001 - 4000	993927	1.29	274	1.286
4001 - 5000	948800	0.95	202	0.94
5001 - 10000	2370328	1.55	331	1.55
10001 - Above	31643148	1.34	285	1.33
Total*	**44560465**	**100**	**21306**	**100**

* Total Number of Share does not include 1,63,40,000 Equity shares which were listed in April, 2020

- **DEMATERIALIZATION OF SHARES**

The equity shares of your Company are under compulsory dematerialization mode as on 31st March, 2020. 73.16% of shares of the Company are dematerialized as on 31st March, 2020. Trading in Equity shares of the Company is permitted only in demat mode. The Equity shares of your company are frequently traded. (In April 2020 all shares of the company has been Listed on Stock Exchange.

- **OUTSTANDING GDRS/ ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS**

  There is no outstanding GDRs/ ADRs/ or any convertible instruments as at the end of the financial year ended on 31st March 2020.

- **CREDIT RATING**

The Company has not obtained credit rating for the debt instruments/facilities of the Company.

- **UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A)**

  During the period under review, Company has not raised any funds through preferential allotment or qualified institutions placement.

- **DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

S. No.	Particulars	No. of Shares
1	Aggregate number of Shareholders and the outstanding shares in the suspense account lying at beginning of the year	1356
2	Number of Shareholders who approached issuer for transfer of shares from suspense account during the year	NIL
3	Number of shareholders to whom shares were transferred from suspense account during the year	NIL
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	1356

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the share.

- **PLANT LOCATION**

i) Himachal Pradesh
Trilokpur Road, Kheri Kala-Amb, Tehsil - Nahan,
Distt: Sirmaur, Himachal Pradesh-173030

- **ADDRESS FOR INVESTOR CORRESPONDENCE**

  All shareholders' correspondence should be forwarded to Alankit Assignments Limited, the Registrar and Transfer Agent of the Company or to the Investor Service Department at the Registered Office of the Company at the addresses mentioned below. An exclusive e-mail ID, investor@svendgaard.com for redressal of investor complaints has been created and the same is available on our website.

For Correspondence:

JHS Svendgaard Laboratories Limited - B-1/E-23,
Mohan Cooperative Industrial Area, New Delhi-110044,
Ph: 011-26900411; Fax: 011-26900434

Registered Office:

JHS Svendgaard Laboratories Limited
B-1/E-23, Mohan Cooperative Industrial Area, New Delhi-110044,
Ph: 011-26900411; Fax: 011-26900434

Compliance Officer:

Mrs. Kirti Maheshwari, Company Secretary
Phone: 011-26900411; Fax: 011-26900434
e-mail: cs@svendgaard.com

For and on behalf of the Board

	Nikhil Nanda	**Mukul Pathak**
Date: 11.07.2020	**Managing Director**	**Director**
Place: New Delhi	**DIN: 00051501**	**DIN:0051534**

Annexure- A

CEO CFO CERTIFICATION

We, Paramvir Singh, Chief Executive Officer and Ashish Goel, Chief Financial Officer, of JHS Svendgaard Laboratories Limited, to the best of our knowledge and belief certify that:

A. We have reviewed the financial statements and the Cash Flow Statement of the Company for the Financial Year ended 31.03.2020 and that to the best of our knowledge and belief:

   1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2. These statements together present a true and fair view of the Company`s affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. We also certify, that based on our knowledge and the information provided to us, there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company`s code of conduct.

C. The Company`s other certifying officers and we are responsible for establishing and maintaining internal controls for financial reporting and procedures for the Company and that we have evaluated the effectiveness of Company`s internal control systems and procedures pertaining to financial reporting.

D. The Company`s other certifying officers and we have indicated, based on our most recent evaluation, wherever applicable, to the Company`s Auditors and through them to the Audit Committee of the Company`s Board of Directors:

   1. Deficiencies in the design or operation of internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies;

   2. Significant changes in internal control over financial reporting during the year;

   3. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   4. Any fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company`s internal control system over financial reporting.

Place: New Delhi	Paramvir Singh	Ashish Goel
Date :23.06.2020	CEO	CFO

Annexure- B

CERTIFICATE OF NON-DISQUALIFICATION

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
JHS Svendgaard Laboratories Limited
B1/E23, Mohan Co-Operative
Industrial Area, Mathura Road
New Delhi-110 044

I have examined the relevant registers, records, forms, returns and disclosures received from the Directorsof **JHS Svendgaard Laboratories Limited** having CIN -L24230HP2004PLC027558 and having registered office at B1/E23, Mohan Co-Operative Industrial Area, Mathura Road, New Delhi-110 044(hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Nikhil Nanda	00051501	08-10-2004
2	Mukul Pathak	00051534	02-07-2015
3	VanamaliPolavaram	01292305	29-09-2007
4	Nikhil KishorchandraVora	05014606	11-02-2016
5	Rohina Sanjay Sangtani	07520124	21-11-2017
6	Balbir Verma	08210364	17-09-2018
7	KapilMinocha	02817283	23-06-2020
8	RajagopalChakravarthiVenkateish	00259537	23-06-2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For & Behalf of Mohit & Associates

CS Mohit Dahiya
FCS No. 9540
C.P No: 23052
UDIN: F009540B000454446

Place: New Delhi
Date: 10thJuly, 2020

Annexure- C

COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of
JHS Svendgaard Laboratories Limited
B1/E23, Mohan Co-Operative
Industrial Area, Mathura Road
New Delhi-110 044

1. I have examined the compliance of conditions of Corporate Governance by JHS Svendgaard Laboratories Limited ("the Company"), for the year ended on March 31, 2020, as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

2. The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance stipulated in Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3. In my opinion and to the best of my information and according to my examination of the relevant records and the explanations given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as mentioned in the above mentioned SEBI Listing Regulations, as applicable for the year ended on March 31, 2020.

4. I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For & Behalf of Mohit & Associates
CS Mohit Dahiya

FCS No. 9540
C.P No: 23052
UDIN:F009540B000454457

Place: New Delhi
Date: 10th July, 2020

Annexure- D

CERTIFICATION BY CHIEF EXECUTIVE OFFICER OF THE COMPANY

I declare that all Board Members and Senior Management personnel have affirmed compliance with the code of conduct for the Financial Year 2019-20.

Place: New Delhi
Date :11.07.2020

Paramvir Singh
CEO

STANDALONE FINANCIAL STATEMENTS

Independent Auditor's Report

To the Members of

JHS Svendgaard Laboratories Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of **JHS Svendgaard Laboratories Limited** ("the Company"), which comprise the balance sheet as at 31 March 2020, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matter	Auditor's Response
1	**Revenue Recognition** Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognised when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery. The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. Refer Note 2(a) to the Standalone Financial Statements - Significant Accounting Policies	**Principal Audit Procedures** Our audit approach was a combination of test of internal controls and substantive procedures including: • Assessing the appropriateness of the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and testing thereof. • Evaluating the design and implementation of Company's controls in respect of revenue recognition. • Testing the effectiveness of such controls over revenue cut off at year-end. • We performed substantive testing by selecting samples of revenue transactions recorded during the year by verifying the underlying documents, which included goods dispatch notes and shipping documents. • Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing. Based on the above procedure performed, the recognition and measurement of revenue from sale of goods are considered to be adequate and reasonable.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the Director's Report including Annexures, Management Discussion and Analysis, Corporate Governance Report and other company related information (but does not include the standalone financial statements and our auditor's report thereon), These reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action, if required.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income) Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;

   (e) On the basis of the written representations received from the directors as on 31 March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

   (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 37 to the standalone financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.: 000050N/N500045

per S.K. Khattar
Partner
Membership No.: 084993
UDIN 20084993AAAACA7251

Place: New Delhi
Date: 23 June 2020

Annexure "A"

1. Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date to the members of JHS Svendgaard Laboratories Limited on the standalone Ind AS financial statements as of and for the year ended 31 March 2020.

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets {comprising of property, plant and equipment and other intangible assets}.

(b) The fixed assets comprising of (property, plant and equipment and other intangible assets) are physically verified by the management according to a phased programme designed to cover all items over a period of three years, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies have been noticed on such verification

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds of all the freehold immovable properties which are included under the head 'fixed assets'{comprising of property, plant and equipment and other intangible assets} are held in the name of the Company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year, According to the information and explanations given to us, no material discrepancies were noticed on the aforesaid verification.

(iii) According to the information and explanations given to us, the Company has granted interest free unsecured loans to companies covered in the register maintained under Section 189 of the Act; and with respect to the same:

(a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the company's interest;

(b) no repayment schedule has been specified and accordingly the question of regularity in repayment of principal amount does not arise. Further, as stated above these loans are interest free and repayment of interest does not arise.

(c) in the absence of stipulated schedule of repayment of principal and payment of interest, we are unable to comment as to whether there is any amount which is overdue for more than 90 days and whether reasonable steps have been taken by the Company for recovery of the principal amount and interest.

(iv) In our opinion and according to the information and explanations given to us, company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) According to the information and explanations given to us, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

(vii) (a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and services tax and other material statutory dues, as applicable, to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, the dues outstanding in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and goods and services tax on account of any dispute, are as follows.

Name of the statute	Nature of dues	Amount (Rs. In Lakhs)	Amount paid under Protest (Rs. In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Sales Tax Act	Sales tax (VAT/ CST)	76.32	4.50	2009-10 & 2011-12	Additional Excise & taxation Commissioner Cum Appellate Authority (SZ)

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans to banks and financial institution. The Company does not have any loans or borrowings from any government or debenture holders during the year.

(ix) In our opinion and according to the information and explanations given to us, the Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, provisions of clause3 (xiv) of the order are not applicable.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause3 (xv) of the order are not applicable.

(xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause3 (xvi) of the order are not applicable.

For S.N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.: 000050N/N500045

per S.K. Khattar
Partner
Membership No.: 084993
UDIN 20084993AAAACA7251

Place: New Delhi
Date: 23 June 2020

Annexure B

Independent Auditor's report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls with reference to financial statements of **JHS Svendgaard Laboratories Limited** ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on internal financial controls with reference to financial statements. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI..

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2020, based on the internal financial control with reference to financial statements.

For S.N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.: 000050N/N500045

per S.K. Khattar
Partner
Membership No.: 084993
UDIN 20084993AAAACA7251

Place: New Delhi
Date: 23 June 2020

BALANCE SHEET AS AT 31 MARCH, 2020

(₹ in lakhs)

Particulars	Notes	As at 31 March, 2020	As at 31 March, 2019
I ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	3.1	5,608.11	6,909.51
(b) Capital work-in-progress	3.1	697.97	473.83
(c) Right-of-use assets	3.3	174.41	-
(d) Intangible assets	3.2	0.56	1.76
(e) Financial assets			
i) Investments	4	1,421.00	1,484.36
ii) Loans	5	11.00	9.56
iii) Other financial assets	6	22.70	23.44
(f) Deferred tax assets (net)	7	765.52	563.99
(g) Non-current tax assets (net)	8	75.08	91.59
(h) Other non-current assets	9	2,636.83	3,115.40
Total non-current assets		**11,413.18**	**12,673.44**
2 Current assets			
(a) Inventories	10	309.86	713.64
(b) Financial assets			
i) Investments	11	230.66	51.42
ii) Trade receivables	12	9,530.77	5,608.36
iii) Cash and cash equivalents	13	26.67	34.15
iv) Bank balances other than (iii) above	14	24.62	25.91
v) Loans	15	266.64	675.09
vi) Other financial assets	16	137.33	327.41
(c) Other current assets	17	957.56	1,716.78
(d) Assets classified as held for sale	-	11.42	4.39
Total current assets		**11,495.53**	**9,157.15**
Total assets		**22,908.71**	**21,830.59**
II EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	18	6,090.05	6,090.05
(b) Other equity	19	12,059.75	11,909.40
Total Equity		**18,149.80**	**17,999.45**
2 LIABILITIES			
A Non-current liabilities			
(a) Financial liabilities			
i) Borrowings	20	35.57	65.85
ii) Lease Liabilities	20	179.83	-
(b) Provisions	21	110.33	81.00
(c) Other non-current liabilities	22	-	3.00
Total non-current liabilities		**325.73**	**149.85**
B Current liabilities			
(a) Financial liabilities			
i) Borrowings	23	-	500.00
ii) Trade payables	24		
- total outstanding dues of micro and small enterprises		338.92	229.63
- total outstanding dues Other than dues of micro and small enterprises		3,179.83	2,023.95
iii) Lease Liabilities	20	10.46	-
iv) Other financial liabilities	25	540.04	785.50
(b) Other current liabilities	26	195.57	131.76
(c) Provisions	21	168.36	10.45
Total current liabilities		**4,433.18**	**3,681.29**
Total liabilities		**4,758.91**	**3,831.14**
Total equity and liabilities		**22,908.71**	**21,830.59**
Basis of Preparation	1		
Summary of significant accounting policies	2		

The accompanying notes are an integral part of these financial statements

As per our report of even dated attached

For S. N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.:000050N/N500045

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

S.K. Khattar
Partner
Membership No.: 084993

Nikhil Nanda
Managing Director
DIN : 00051501

Vanamali Polavaram
Chairman
DIN : 01292305

Place : New Delhi
Date : 23 June, 2020

Kirti Maheshwari
Company Secretary & Compliance Officer
Membership No. A40253

Ashish Goel
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2020

(₹ in lakhs)

	Particulars	Notes	Year ended 31 March, 2020	Year ended 31 March, 2019
	Income			
I	Revenue from operations	27	13,295.61	11,966.08
II	Other income	28	1,175.32	577.59
III	**Total income (I +II)**		**14,470.93**	**12,543.67**
	Expenses			
	Cost of materials consumed	29A	9,496.24	8,172.09
	Purchase of stock-in-trade	29B	21.51	6.33
	Changes in inventories of finished goods, work in progress and stock-in-trade	30	190.13	300.83
	Employee benefits expense	31	874.81	898.04
	Finance costs	32	136.11	99.83
	Depreciation and amortisation expenses	33	742.97	698.11
	Other expenses	34	1,766.38	1,846.56
IV	**Total expenses**		**13,228.15**	**12,021.79**
V	**Profit before exceptional items and tax (III-IV)**		**1,242.78**	**521.88**
VI	**Exceptional items**	35	**(1,063.69)**	**-**
VII	**Profit before tax (V+VI)**		**179.09**	**521.88**
VIII	**Tax expense**			
	a) Current tax	36	180.87	129.21
	b) Tax for previous years	36	(26.39)	-
	c) Deferred tax charge/(credit)	36	(152.38)	32.49
IX	**Profit for the year from continuing operations (VII-VIII)**		**176.99**	**360.18**
	Profit/ (loss) for the year		**176.99**	**360.18**
	Other comprehensive income			
	-Items that will not be reclassified subsequently to profit or loss			
	Re-measurement gains/ (losses) on defined benefit plans		(2.13)	7.51
	Less: Income tax expense relating to Items that will not be reclassified to profit or loss	36	0.60	(2.09)
X	**Total Other comprehensive income for the year, net of tax**		**(1.53)**	**5.42**
XI	**Total comprehensive income for the year (IX+X)**		**175.46**	**365.60**
XII	**Earnings per equity share**			
	a) Basic (Face value of ₹ 10 each)	46	0.29	0.59
	b) Diluted (Face value of ₹ 10 each)	46	0.29	0.59
	Basis of Preparation	1		
	Summary of significant accounting policies	2		

The accompanying notes are an integral part of these financial statements

As per our report of even dated attached

For S. N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.:000050N/N500045

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

S.K. Khattar
Partner
Membership No.: 084993

Nikhil Nanda
Managing Director
DIN : 00051501

Vanamali Polavaram
Chairman
DIN : 01292305

Place : New Delhi
Date : 23 June, 2020

Kirti Maheshwari
Company Secretary & Compliance Officer
Membership No. A40253

Ashish Goel
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2020

A. Equity Share Capital

(₹ in lakhs)

Balance as at 01 April, 2019	Changes in equity share capital during the year	Balance as at 31 March, 2020
6,090.05	-	6,090.05

Balance as at 01 April, 2018	Changes in equity share capital during the year	Balance as at 31 March, 2019
6,090.05	**-**	**6,090.05**

B. Other Equity

(₹ in lakhs)

	Reserve and Surplus				Other Comprehensive income	Money Received against Share warrants	Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Remeasurement of net defined benefit plans		
Balance as at 01 April, 2019	241.95	9,223.05	6.68	2,426.99	10.74	-	11,909.40
Profit for the year	-	-	-	176.99	-	-	176.99
Other Comprehensive income	-	-	-	-	(1.53)	-	(1.53)
Total Comprehensive income for the year	-	-	-	176.99	(1.53)	-	175.46
Transaction with owners in capacity as owners							
Adjustment pertaining to a loan given to shareholder	-	-	-	(25.11)		-	(25.11)
Warrant Forfeiture Amount		-	-	-		-	-
Share Warrants converted into Shares	-	-	-	-			-
Premium on warrant converted into shares	-		-	-		-	-
Other changes - Share Issue Expenses	-		-	-		-	-
Balance as at 31 March, 2020	**241.95**	**9,223.05**	**6.68**	**2,578.86**	**9.21**	**-**	**12,059.75**

	Reserve and Surplus				Other Comprehensive income	Money Received against Share warrants	Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Remeasurement of net defined benefit plans		
Balance as at 01 April, 2018	241.95	9,223.05	6.68	2,096.59	5.32	-	11,573.58
Profit for the year	-	-	-	360.18	-	-	360.18
Other Comprehensive income	-	-	-	-	5.42	-	5.42
Total Comprehensive income for the year	-	-	-	360.18	5.42	-	365.60
Transaction with owners in capacity as owners							
Adjustment pertaining to a loan given to shareholder	-	-	-	(29.78)		-	(29.78)
Warrant Forfeiture Amount		-	-	-		-	-
Share Warrants converted into Shares	-	-	-	-			-
Premium on warrant converted into shares	-		-	-		-	-
Other changes - Share Issue Expenses	-		-	-		-	-
Balance as at 31 March, 2019	**241.95**	**9,223.05**	**6.68**	**2,426.99**	**10.74**	**-**	**11,909.40**

Refer note no. 19 for nature and purpose of reserves.

Basis of Preparation	1
Significant accounting policies	2

The accompanying notes are an integral part of these financial statements

As per our report of even dated attached

For S. N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.:000050N/N500045

S.K. Khattar
Partner
Membership No.: 084993

Place : New Delhi
Date : 23 June, 2020

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

Nikhil Nanda
Managing Director
DIN : 00051501

Vanamali Polavaram
Chairman
DIN : 01292305

Kirti Maheshwari
Company Secretary & Complaince Officer
Membership No. A40253

Ashish Goel
Chief Financial Officer

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH, 2020

(₹ in lakhs)

	Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
A.	**Cash Flow from Operating Activities**		
	Profit before exceptional items and tax	1,242.78	521.88
	Adjustments for:		
	Provision/ write-back for inventory (net)	(54.73)	138.22
	Depreciation and Amortization	742.97	698.11
	Loss on disposal of Property Plant and Equipment (Net)	1.89	69.44
	Interest income	(43.24)	(125.66)
	Government grant amortization	(3.00)	(3.00)
	Provision no longer required written back	-	(57.14)
	Intangible assets under development written off	(9.79)	-
	Advance/balances written off	-	(185.53)
	Interest and finance Charges	136.12	99.83
	TDS Written off (Other expenses)	(2.95)	-
	Net gain on financial asset mandatorily measured at FVTPL	(17.68)	(27.28)
	Exchange(gain)/loss (net)	(615.98)	(24.20)
	Fair value adjustments	(33.86)	2.24
	Operating profit before working capital changes	**1,342.55**	**1,106.92**
	Adjustments for :		
	(Increase)/Decrease in inventories	458.50	16.79
	(Increase)/Decrease in trade receivables	(3,306.43)	(1,304.78)
	(Increase)/Decrease in Current Loans	373.64	(333.94)
	(Increase)/Decrease in Other Current Assets	756.97	(725.58)
	(Increase)/Decrease in Asset Held for Sale	(7.03)	-
	Investment in bank deposits (having original maturity of more than 3 months)	1.29	11.62
	(Increase)/Decrease in Other Current Financial assets	180.55	861.99
	(Increase)/Decrease in Non current Loans	0.00	0.33
	(Increase)/Decrease in Other non-current assets	1,291.86	(993.57)
	Increase/ (decrease) in Other Current Financial Liabilities	(120.17)	129.34
	Increase/ (decrease) in Trade payables	1,265.18	325.71
	Increase/ (decrease) in Lease Liabilities (Current)	10.45	-
	Increase/ (decrease) in Short term provisions	1.63	9.63
	Increase/ (decrease) in Long term provisions	29.34	14.34
	Increase/ (decrease) in Non Current financial liabilities	218.83	-
	Increase/ (decrease) in Other Current liabilities	63.57	(50.16)
	Cash (used) from operations	**2,560.73**	**(931.37)**
	Taxes Paid	16.50	(78.95)
	Cash flow from exceptional items		
	Loss on asset held for sale	(1,063.69)	-
	Net cash generated/(used) from operating activities	**1,513.54**	**(1,010.32)**

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH, 2020
(CONTD...)

(₹ in lakhs)

	Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
B.	**Cash Flow from Investing Activities**		
	Purchase of Property Plant and Equipment	(833.82)	(301.46)
	Right-of-use	174.41	-
	Proceeds from sale of Property Plant and Equipment	2.83	31.92
	Proceeds from Mutual funds	51.80	1,787.46
	Investment in non convertible debentures	-	(206.03)
	Investments in subsidiary companies	(150.00)	(1,231.01)
	Interest income received	73.28	125.66
	Proceeds from repayment of loan to Corporates	-	400.00
	Loan given to Shareholder	4.63	(600.00)
	Proceeds from repayment of Loan given to shareholder	-	107.00
	Change in Other bank balance and cash not available for immediate use	0.75	8.06
	Net Cash generated/(used) in investing activities	**(676.12)**	**121.60**
C.	**Cash Flow from Financing Activities**		
	Proceeds from/ (repayment of) long term borrowings	(137.64)	(43.61)
	Proceeds from/ (repayment of) short term borrowings	(500.00)	499.90
	Repayment of lease liabilities	(39.00)	-
	Interest and financial charges	(168.26)	(85.19)
	Net increase from financing activities	**(844.90)**	**371.10**
	Net Increase/(decrease) in cash and cash equivalents	**(7.48)**	**(517.61)**
	Opening balance of cash and cash equivalents	34.15	551.76
	Closing balance of cash and cash equivalents	**26.67**	**34.15**
	Components of cash and cash equivalents as at end of the year		
	Cash on hand	6.51	2.34
	Balances with banks		
	-on current account	18.11	29.86
	-in term deposits with original maturity of 3 months or less	2.05	1.95
	Cash and bank balance (Refer note 13)	**26.67**	**34.15**

Note:- The above statement of cash flows has been prepared under the indirect method as set out in IND AS 7, Statement Of Cash Flows.

The accompanying notes are an integral part of these financial statements

As per our report of even dated attached

For S. N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.:000050N/N500045

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

S.K. Khattar
Partner
Membership No.: 084993

Nikhil Nanda
Managing Director
DIN : 00051501

Vanamali Polavaram
Chairman
DIN : 01292305

Place : New Delhi
Date : 23 June, 2020

Kirti Maheshwari
Company Secretary & Complaince Officer
Membership No. A40253

Ashish Goel
Chief Financial Officer

Background

JHS Svendgaard Laboratories Limited ("the Company") is a public limited company domiciled in India and incorporated under the provisions of the Companies Act. The Company is engaged in manufacturing a range of oral and dental products for elite national and international brands. The main portfolio of the Company is to carry out manufacturing and exporting of oral care and hygiene products including toothbrushes, toothpastes and mouthwash. The Company's shares are listed for trading on the National Stock Exchange and the Bombay Stock Exchange in India.

1 Basis of preparation

a) Compliance with Indian Accounting Standard

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules,2015 and Companies (Indian Accounting Standards) Rules,2016 and other relevant provisions of the Act.

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement ofDivision II Ind AS Schedule III, unless otherwise stated.

b) Basis of measurement

An entity shall prepare its financial statements, except for cash flow information, using the accrual basis of accounting.

c) Critical estimates and judgments

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the Company's accounting policies

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates and judgments are:

i. Useful life of property, plant and Equipment

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The Company reviews, at the end of each reporting date, the useful life of property, plant and equipment and changes, if any, are adjusted prospectively, if appropriate.

ii. Recoverable amount of property, plant and equipment

The recoverable amount of plant and equipment is based on estimates and assumptions regarding in particular the expected market outlook and future cash flows.Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.

iii. Estimation of defined benefit obligation

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

iv. Estimation of deferred tax assets for carry forward losses and current tax Expenses

The Company review carrying amount of deferred tax assets and Liabilities at the end of each reporting period. The policy for the same has been explained under Note No 2(c).

v. Impairment of trade receivables

The Company review carrying amount of Trade receivable at the end of each reporting period and provide for Expected Credit Loss based on estimate.

vi. Fair value measurement

Management uses valuation techniques in measuring the fair value of financial instrument where active market codes are not available. Details of assumption used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques management makes maximum use of market inputs and uses estimates and assumptions that are, as fast as possible, consistent with observable data that market participant would use in pricing the instrument where application data is not observable, management uses its best estimate about the assumption that market participant would make. These estimates may vary from actual prices that would be achieved in an arm's length transaction at the reporting date.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

d) Others

Financial statements has been prepared on a going concern basis in accordance with the applicable Indian Accounting Standards prescribed in the Companies (Indian Accounting Standards) Rules, 2015 issued by the Ministry of Corporate Affairs.

e) Current versus non-current classification

The Company presents assets and liabilities in the financial statement based on current/ non-current classification.

An asset is treated as current when it is:
- Expected to be realized or intended to be sold or consumed in normal operating cycle

- Expected to be realized within twelve months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle

- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

f) Foreign currency translation

i) **Functional and presentation currency**

Items included in the Financial Statements are measured using the currency of the primary economic environment in which the entity operates i.e. 'the functional currency'. The Financial Statements are presented in Indian rupee (` INR), which is Company's functional and presentation currency.

ii) **Transactions and balances**

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currency at the reporting date exchange rates are recognized in the Statement of Profit and Loss. Foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other income/ expenses.

2 Summary of significant accounting policies

a) Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Sale of goods

For sale of goods, revenue is recognised when control of the goods has transferred at a point in time i.e. when the goods have been dispatched to the location of customer. Following dispatch, the customer has full discretion over the responsibility, manner of distribution, price to sell the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Company when the goods are dispatched to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. Payment is due within 10-15 days. The Company considers the effects of variable consideration, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company recognizes changes in the estimated amount of variable consideration in the period in which the change occurs. Some contracts for the sale of goods provide customers with volume rebates and pricing incentives, which give rise to variable consideration.

Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most likely amount method for contracts with a single-volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

Contract balances

Trade receivables
A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (i) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities (which the Company refer to as advance from customer)
A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

Cost to obtain a contract
The Company pays sales commission to its selling agents for each contract that they obtain for the Company. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions (included in 'commission on sales' under other expenses) because the amortization period of the asset that the Company otherwise would have used is one year or less.

Costs to fulfil a contract i.e. freight, insurance and other selling expenses are recognized as an expense in the period in which related revenue is recognised.

Financing components

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Rendering of services

Service income includes job work and its revenue is recognised when the performance obligation to render the services are completed as per contractually agreed terms.

b) Other Revenue Streams

Interest income

Interest income from debt instrument is recognised using the effective interest rate (EIR) method. EIR is the rate which exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset. When calculating the EIR the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayments, extensions, call and similar options) but does not consider the expected credit losses.

Dividend income

Dividends are recognised in the Statement of Profit and Loss only when the Company's right to receive the payment is established.

Export incentives

Export incentives principally comprise of duty drawback. The benefit under these incentive schemes are available based on the guideline formulated for respective schemes by the government authorities. Duty drawback is recognized as revenue on accrual basis to the extent it is probable that realization is certain.

Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

c) Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. Income tax is recognized in the Statement of Profit and Loss except to the extent that it relates to an item which is recognised in other comprehensive income or directly in equity, in which case the tax is recognized in 'Other comprehensive income' or directly in equity, respectively.

Current Tax

Current tax is based on tax rates applicable for respective years on the basis of tax law enacted and substantively enacted by the reporting date. The Company establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Current tax is charged to Statement of Profit and Loss.

Deferred Tax

Deferred income taxes are calculated without discounting on temporary differences between carrying amounts of assets and liabilities and there tax base using the tax laws that have been enacted or substantively enacted by the reporting date. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of transaction affects neither accounting profit nor taxable profit (tax loss). Tax losses available to the carried forward and other income tax credit available to the entity are assessed for recognition as deferred tax assets.

Deferred tax liabilities are always provided for in full. Deferred tax asset are recognised to the extent that is probable that the underlying tax loss or deductible temporary differences will be utilized against future taxable income. This is assessed based on Company's forecast of future operating income at each reporting date. Deferred tax assets and liabilities are offset when there is a legally enforceable right to off set current tax assets against current tax liabilities, and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Minimum Alternative Tax (MAT)

Minimum alternate tax credit entitlement paid in accordance with tax laws, which gives rise to future economic benefit in form of adjustment to future tax liability, is considered as an asset to the extent management estimate its recovery in future years.

d) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Operating Lease

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates . Lease liabilitiesare remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

e) Impairment of Non-Financial Assets

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. Indefinite-life intangibles are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as a cash generating unit. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognizing the impairment loss as an expense in the Statement of Profit and Loss.

The impairment loss is allocated first to reduce the carrying amount of any goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Recoverable amount is higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortization, if no impairment loss had been recognized. An impairment loss recognized for goodwill is not reversed in subsequent periods.

f) Cash and Cash Equivalents

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

g) Inventories

(i) Raw materials, packaging materials and stores and spare parts are valued at the lower of weighted average cost and net realizable value. Cost includes purchase price, taxes (excluding levies or taxes subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. However, these items are considered to be realizable at cost if finished products in which they will be used are expected to be sold at or above cost.

(ii) Work in progress, manufactured finished goods and traded goods are valued at the lower of weighted average cost and net realizable value. Cost of work in progress and manufactured finished goods is determined on the weighted average basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition.

(iii) Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(iv) The comparison of cost and net realizable value is made on an item by item basis.

h) Investments in Subsidiaries

Investment in equity of subsidiaries is accounted and carried at cost less impairment in accordance with Ind AS 27.

i) Financial Assets other than Investment in Subsidiaries

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Statement of Profit and Loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Initial Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and Loss.

(iii) Subsequent Measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

• **Amortized cost**: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognised in Statement of Profit and Loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

• **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method. At present no financial assets fulfill this condition.

• **Fair value through profit or loss(FVTPL)**: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in the Statement of Profit and Loss and presented net in the Statement of Profit and Loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

All equity investments in scope of Ind AS 109, are measured at fair value. At Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss, even on sale of investment. Dividends from such investments are recognized in the Statement of Profit and Loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in other gain/ (losses) in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iv) Impairment of Financial Assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Companys trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognised in Statement of Profit and Loss.

(v) De recognition of Financial Assets

A financial asset is derecognized only when:

• The Company has transferred the rights to receive cash flows from the financial asset or

• retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

j) Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

Financial liabilities at amortized cost

After initial measurement, such financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the profit or loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within the operating cycle of the business. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortized cost using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other gains/(losses).

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in the Statement of Profit and Loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

k) Property plant and equipment

Freehold land is carried at historical cost. Other property, plant and equipment are stated at historical cost of acquisition net of recoverable taxes(wherever applicable), less accumulated depreciation and amortization, if any. Cost comprises the purchase price, any cost attributable to bringing the assets to its working condition for its intended use and initial estimate of costs of dismantling and removing the item and restoring the site if any.

Where cost of a part of the asset is significant to the total cost of the assets and useful lives of the part is different from the remaining asset, then useful live of the part is determined separately and accounted as separate component.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

An asset's carrying amount is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit or Loss when the asset is derecognized.

Property, Plant and Equipment up to March 31, 2016 were carried in the Balance Sheet in accordance with IGAAP (Previous GAAP). The Company has elected to avail the exemption granted by Ind AS 101, "First time adoption of IND AS" to regard those amounts as deemed cost at the date of the transition to Ind AS (i.e. as on April 1, 2016).

m) Intangible Assets

An intangible asset is recognised when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Losses arising from retirement of , and gains or losses on disposals of intangible assets are determined as the difference between net disposal proceeds with carrying amount of assets and recognised as income or expenses in the Statement of Profit and Loss.

Upto March 31, 2016, Intangible assets were carried in the Balance Sheet in accordance with IGAAP (Previous GAAP). The Company has elected to avail the exemption granted by IND AS 101, "First time adoption of Ind AS" to regard those amounts as deemed cost at the date of the transition to Ind AS (i.e. as on April 1, 2016).

n) Capital Work in progress/ Intangible under development

Capital Work in progress/ Intangible under development represents expenditure incurred in respect of capital projects/ intangible assets under development and are carried at cost. Cost includes related acquisition expenses, development cost, borrowing cost(wherever applicable) and other direct expenditures.

Capital work in Progress up to March 31, 2016 were carried in the Balance Sheet in accordance with IGAAP (Previous GAAP). The Company has elected to avail the exemption granted by Ind AS 101, "First time adoption of Ind AS" to regard those amounts as deemed cost at the date of the transition to Ind AS (i.e. as on April 1, 2016).

o) Depreciation and Amortization

Depreciation on Property plant and equipment has been provided on straight line method in accordance with the provisions ofPart C of Schedule II of the Companies Act 2013. The Management believes that the estimated useful lives as per the provisions of Schedule II to the Companies Act, 2013, except for moulds and dies, are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Based on internal assessment and technical evaluation, the management has assessed useful lives of moulds and dies as five years, which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Intangible assets comprising of computer software are amortized over a period of five years.

Depreciation and amortization on addition to Property plant and equipment is provided on pro rata basis from the date of assets are ready to use. Depreciation and amortization on sale/deduction from Property plant and equipment is provided for upto the date of sale, deduction, discardment as the case may be.

The residual values, useful lives and methods of depreciation of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

p) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

q) Provisions, Contingent Liabilities and Contingent Assets

A Provision is recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources emboyding economic benefit will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current ,market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/ independent experts. These are reviewed at each Balance Sheet date and are adjusted to reflect the current management estimate.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

r) Employee Benefits :

(i) Short-term obligations

Short term benefits comprises of employee cost such as salaries andbonuses including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

(ii) Post employment obligations

Defined Benefit Plans

Gratuity obligations

The Company provides for the retirement benefit in the form of Gratuity. The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss. Remeasurement of gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Defined Contribution Plans

Provident Fund

All the employees of the Company are entitled to receive benefits under Provident Fund, which is defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of The Employees Provident Fund and miscellaneous Provisions Act, 1952. These contributions are made to the fund administered and managed by the Government of India.

Employee state Insurance

Employees whose wages/salary is within the prescribed limit in accordance with the Employee State Insurance Act, 1948, are covered under this scheme. These contributions are made to the fund administered and managed by the Government of India. The Company's contributions to these schemes are expensed off in the Statement of Profit and Loss. The Company has no further obligations under the plan beyond its monthly contributions.

Other Long-term Employee Benefit Obligations

Leave encashment

The liabilities for accumulated absents are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

s) Earnings Per Share

Basic earnings per equity share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity Shares outstanding during the financial year. The weighted average number of equity shares outstanding during the period, are adjusted for events of bonus issued to existing shareholders.

For the purpose calculating diluted earnings per share, the net profit or loss attributable to equity shareholders and the weighted average number of shares outstanding are adjusted for the effects of all dilutive potential equity shares.

t) Segment Reporting

In line with the provisions of Ind AS 108 Operating Segments, and on the basis of the review of operations by the Chief Operating Decision Maker(CODM), the operations of the Company fall under Manufacturing of Oral Care products, which is considered to be the only reportable segment.

u) Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Normally at initial recognition, the transaction price is the best evidence of fair value. However, when the Company determines that transaction price does not represent the fair value, it uses inter-alia valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy. This categorisation is based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For financial assets and financial liabilities that are recognised at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation at the end of each reporting period.

v) Assets held for Sale

Non-Current assets or disposal groups comprising of assets and liabilities are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset (or disposal group) and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification. Non-Current assets or disposal groups comprising of assets and liabilities classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

w) Exceptional Items

An item of income or expense which its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in the Statement of Profit and Loss.

x) Applicable standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards.There is no such notification which would have been applicable from April 1, 2020.

3.1 Property, Plant and Equipment

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01 April, 2019	Additions	Disposals/ adjustments	As at 31 March, 2020	As at 01 April, 2019	Depreciation & amortization for the year	Disposals/ adjustments	As at 31 March, 2020	As at 31 March, 2020	As at 31 March, 2019
A) Property, Plant and Equipment										
Freehold Land	563.29	-	-	563.29	-	-	-	-	563.29	563.29
Factory Building	1,790.59	110.49	-	1,901.08	203.72	73.88	-	277.60	1,623.48	1,586.87
Office Building	143.01	-	-	143.01	18.12	6.06	-	24.18	118.83	124.89
Plant & Machinery	5,341.35	301.43	1,774.18	3,868.60	1,340.55	489.31	700.04	1,129.82	2,738.78	4,000.80
Mould & Dies	283.29	76.17	6.49	352.97	117.48	50.51	4.71	163.28	189.69	165.81
Electronic Equipment	187.56	1.10	-	188.66	129.98	29.33	-	159.31	29.36	57.58
Lab Equipment	5.63	-	-	5.63	3.06	0.90	-	3.96	1.67	2.57
Leasehold Improvements	160.55	-	-	160.55	10.38	18.99	-	29.37	131.18	150.17
Furniture & fixture	105.68	1.93	-	107.61	52.85	11.91	-	64.76	42.84	52.83
Office Equipment	39.17	1.07	-	40.24	9.67	6.21	-	15.88	24.35	29.50
Vehicle	252.48	-	17.16	235.32	79.15	29.19	16.30	92.03	143.28	173.32
Computer	5.22	-	-	5.22	3.37	0.51	-	3.89	1.33	1.84
Computer network	0.27	-	-	0.27	0.23	-	-	0.23	0.04	0.04
Total	**8,878.09**	**492.18**	**1,797.83**	**7,572.45**	**1,968.58**	**716.80**	**721.05**	**1,964.32**	**5,608.11**	**6,909.51**
Previous year	8,415.05	581.38	118.35	8,878.09	1,289.16	696.09	16.66	1,968.58	6,909.51	7,125.89
B) Capital work-in-progress *										
Factory Building	327.72	0.52	120.28	207.96	-	-	-	-	207.96	327.72
Plant & Machinery	146.11	350.44	12.92	483.63	-	-	-	-	483.63	146.11
Mould & Dies	-	6.35	-	6.35	-	-	-	-	6.35	-
Furniture & fixture	-	0.03	-	0.03	-	-	-	-	0.03	-
Total	**473.83**	**357.34**	**133.20**	**697.97**	**-**	**-**	**-**	**-**	**697.97**	**473.83**
Previous year	**41.67**	**701.70**	**269.54**	**473.83**	**-**	**-**	**-**	**-**	**473.83**	**41.67**

*** Capital Work in progress represents expenditure incurred in respect of capital projects at cost.**

3.2 Intangible assets

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01 April, 2019	Additions	Disposals/ adjustments	As at 31 March, 2020	As at 01 April, 2019	Depreciation & amortization for the year	Disposals/ adjustments	As at 31 March, 2020	As at 31 March, 2020	As at 31 March, 2019
Computer software	9.20	-	-	9.20	7.44	1.20	-	8.64	0.56	1.76
Total	**9.20**	**-**	**-**	**9.20**	**7.44**	**1.20**	**-**	**8.64**	**0.56**	**1.76**
Intangible assets under development	-	-	-	-	-	-	-	-	-	-
Total Intangible assets under development	-	-	-	-	-	-	-	-	-	-
Previous year	**8.80**	**0.40**	-	**9.20**	**5.42**	**2.02**	-	**7.44**	**1.76**	**3.38**

3.3 Right-of-use Assets

(in ₹Lakhs)

Particulars	Amount Office building
Balance as at April 1, 2019	199.38
Additions	-
Deletions	-
Depreciation	24.97
Balance as at March 31, 2020	**174.41**

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

4 Financial Asset - Non Current Investments

(₹ in lakhs)

	Particulars	Face value	As at 31 March, 2020			As at 31 March, 2019		
			Proportion of the ownership interest	Number of shares	Amount (₹ in lakhs)	Proportion of the ownership interest	Number of shares	Amount (₹ in lakhs)
a)	**Investment carried at cost**							
	Investments in subsidiaries in equity instruments (Un-quoted)							
	(i) JHS Svendgaard Brands Limited (Formerly Known as JHS Svendgaard Dental Care limited) *	Rs. 10	50.77%	6,700,000	770.00	66.10%	6,200,000	620.00
	(ii) JHS Mechanical and Warehousing Private Limited	Rs. 10	99.99%	9,999	1.00	99.99%	9,999	1.00
	(iii) JHS Svendgaard Retail Ventures Private Limited	Rs. 10	99.82%	6,500,000	650.00	99.82%	6,500,000	650.00
	Total				**1,421.00**			**1,271.00**
	Aggregate amount of unquoted investments				**1,421.00**			**1,271.00**

*During the year the company has invested an amount of Rs 150.00 lakh in existing subsidiary 'JHS Svendgaard Brands Limited' however the shareholding percentage has reduced proportionately due to further share issued by the subsidiary company .

		As at 31 March, 2020	As at 31 March, 2019
b)	**Investments carried at fair value through profit or loss**		
	Investments in debentures		
	Quoted		
	20 (31 March, 3019: 20) Redeemable secured debentures, of Kotak Mahindra Prime Limited	-	**213.36**
		-	**213.36**
	Aggregate amount of quoted investments	-	213.36
	Aggregate market value of quoted investments	-	213.36
	Total investment (a+b)	**1,421.00**	**1,484.36**

5 Financial Asset - Non - current loans

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Unsecured, considered good		
Security deposit to related parties (Refer Note No. 42)	11.00	9.56
	11.00	**9.56**

6 Other non- current financial assets

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Deposits with Banks having maturity period of more than twelve months*	16.99	18.82
Interest accrued on non current fixed deposits	5.71	4.62
	22.70	**23.44**

*pledged with various government authorities amounting to Rs. 13.18 lakhs(31 March, 2019: Rs. 13.18 lakhs).

7 Deferred tax assets (net)

(a) The balance comprises temporary differences attributable to: (₹ in lakhs)

	As at 31 March, 2020	As at 31 March, 2019
Deferred tax liability on account of:		
Property, plant and equipment	(289.84)	(639.90)
Financial assets at FVTPL	(2.74)	(0.97)
Deferred tax asset on account of:		
Provision for bonus	23.00	18.50
Provision for doubtful debts	65.99	65.99
Provision for obsolete stock	15.23	38.45
Provision for gratuity	24.99	17.99
Provision for doubtful advance	583.03	567.65
Provision for leave encashment	9.65	7.46
Right-of-use assets	48.52	-
Lease Liabilities	(52.94)	-
Other temporary differences	0.71	0.45
Tax losses carried forward	-	187.33
Tax of earlier years	26.39	-
MAT credit entitlement	313.53	301.04
Net deferred tax (liability)/asset	**765.52**	**563.99**

(b) Movement in deferred tax balances:

(₹ in lakhs)

	Property, Plant and Equipment	Financial assets at FVTPL	Provision for employment benefit	Tax losses carried forward	Right of use asset and lease liability	Others	Total
At 31 March, 2018	**(676.24)**	**(11.81)**	**32.79**	**380.55**		**861.05**	**586.23**
Charged/(Credited):							
-directly in equity	-	-	-	-	-	12.23	12.23
- to profit or loss	36.34	10.84	13.25	-193.22	-	100.31	(32.49)
- to other comprehensive income	**0.00**	**0.00**	-2.09	-	-	**0.00**	**(2.09)**
At 31 March, 2019	**(639.90)**	**(0.97)**	**43.95**	**187.33**	-	**973.59**	**563.99**
Charged/(Credited):							
-directly in equity	-	-	-	-	-	9.68	9.68
- to profit or loss	350.06	(1.78)	13.10	(187.33)	(4.42)	9.13	178.77
- to other comprehensive income	-	-	0.60	-	-	-	0.60
Tax expense/MAT	-	-	-	-	-	12.49	12.49
At 31 March, 2020	**(289.84)**	**(2.75)**	**57.65**	-	**(4.42)**	**1,004.89**	**765.52**

(c) Amounts recognised directly in other equity (₹ in lakhs)

	31 March, 2020	31 March, 2019
Aggregate deferred tax arising in the reporting period and not recognised in net profit or loss or other comprehensive income but directly debited/ (credited) to other equity		
Deferred tax: Adjustment pertaining to loan given to shareholder	9.68	12.23
	9.68	**12.23**

8 Non current tax assets (net)

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Advance income tax and Tax deducted at source	155.10	424.30
Less: Provision for taxation	80.02	332.71
	75.08	**91.59**

9 Other non current assets

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Capital advance*		
Unsecured (considered good)	2,040.60	2,880.61
Unsecured (considered doubtful)	730.35	731.35
Less: Provision for doubtful capital advances	(730.35)	(731.35)
Security deposit	578.29	212.98
Prepaid expenses	4.48	6.10
Deferred rent expense	13.46	15.70
	2,636.83	**3,115.40**

* Capital advance includes advance given to related party (Refer Note No. 42)

10 Inventories

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Raw Materials	26.86	350.01
Packing material	25.11	268.73
Work-in-progress	144.16	109.40
Finished goods	117.05	86.93
Stores and spares	51.40	36.79
Less: Provision for obselence & dimunition in value*	54.72	138.22
	309.86	**713.64**
***Provision for obselence & dimunition in value**		
Opening balance	138.22	49.43
Addition during the year	-	105.76
Reversed during the year	83.50	16.97
Closing balance	**54.72**	**138.22**

11 Current Investments

(₹ in lakhs)

Particulars Investments carried at fair value through Profit & Loss	As at 31 March, 2020	As at 31 March, 2019
Investments in Mutual funds (Quoted)		
-ICICI Prudential saving growth fund	-	51.42
Nil units (as on 31 March, 2019, 14340.39 units)		
-Redeemable secured debentures,of Kotak Mahindra Prime Limited		
20 units(as on 31 March, 2019, 20 units) NAV of Rs 1153300/- per unit	230.66	-
Aggregate amount of quoted investments and Market value thereof	**230.66**	**51.42**

12 Trade receivables

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	9,530.77	5,608.36
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	237.21	237.21
Less: Allowance for Expected credit loss	(237.21)	(237.21)
	9,530.77	**5,608.36**
The movement in allowance for expected credit loss is as follows:		
Balance at the beginning of the year	237.21	237.21
Change in allowance for credit impairement during the year	-	-
Trade receivable written off during the year	-	-
Balance as at the end of the year	**237.21**	**237.21**

13 Cash and cash equivalents

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Cash on hand	6.51	2.34
Balance with bank		
- current account	18.11	29.86
- term deposits with original maturity of less than 3 months	2.05	1.95
	26.67	**34.15**

14 Bank balances other than cash and cash equivalents

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Investment in term deposits with original maturity of more than 3 months but less than 12 months*	24.62	25.91
	24.62	**25.91**

* includes pledged & margin money deposits with various government authorities amounting to ₹ Nil (31 March, 2019: Nil)

15 Current Loans

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Unsecured, considered good		
loans to corporates	0.36	80.29
loan to shareholder	244.52	540.74
loan to employees	21.76	54.06
	266.64	**675.09**

16 Other current financial assets

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Interest Receivables	2.14	3.13
Other receivables *	135.19	324.28
	137.33	**327.41**

* As per the terms of Business Transfer Agreement (BTA) dated March 21, 2016 with Avalon Cosmetics Private Limited to sell/ transfer one of its undertakings known as "Waves Hygiene Products" on a 'slump sale' basis for a lump sum consideration without values being assigned to individual assets and liabilities. The agreed total consideration for sale of undertaking under slump sale was ₹ 1625 lakhs. Out of which ₹ 1625 lakhs(March 31, 2019: ₹ 1570 lakhs) has been received and NIL balance is receivable.

17 Other current assets

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Advances other than capital advances		
Security deposits	-	392.82
Deferred expenses	2.24	2.25
Prepaid expenses	24.33	7.15
Balances with statutory/government authorities	596.08	550.81
Advance to suppliers	1,405.46	1,877.57
Less:Provision for doubtful advance	(1,365.38)	(1,309.09)
Export Incentive receivables	294.83	195.27
	957.56	**1,716.78**

18 Equity Share Capital

(₹ in lakhs)

	As at 31 March, 2020	As at 31 March, 2019
a) Authorised		
65,000,000 Equity shares of ₹10/- each (65,000,000 Equity shares, 31 March, 2019 : ₹ 10/- each)	6,500.00	6,500.00
b) Issued, subscribed & fully paid up		
60,900,465 Equity shares of ₹10/- each; (60,900,465 Equity shares, 31 March, 2019 : ₹ 10/- each)	6,090.05	6,090.05
Total	**6,090.05**	**6,090.05**

c) Reconciliation of number of equity shares and share capital outstanding

(₹ in lakhs)

Particulars	As at 31 March, 2020		As at 31 March, 2019	
	No. of Shares	(₹ in lakhs)	No. of Shares	(₹ in lakhs)
At the beginning of the year	60,900,465	6,090.05	60,900,465	6,090.05
Add : Shares issued during the year	-	-		
At the end of the year	**60,900,465**	**6,090.05**	**60,900,465**	**6,090.05**

Paid up equity share capital includes 1,63,60,000 equity shares alloted pursuant to conversion of share warrants. Out of these, 20,000 shares were listed on 14th January 2020 and remaining 1,63,40,000 shares were listed on 17th April,2020 .

d) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10/- per share referred to herein as equity share. Each holder of equity shares is entitled to one vote per share held.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case where interim dividend is distributed. During the year ended 31 March, 2020 and 31 March, 2019, no dividend has been declared by the Company.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any. Such distribution amount will be in proportion to the number of equity shares held by the shareholders.

e) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

No shares were issued to the shareholders for consideration other than cash during the period of five years immediately preceding the reporting date.

f) Detail of shareholders holding more than 5% shares in the Company

	As at 31 March, 2020		As at 31 March, 2019	
	No. of Shares	% of holding	No. of Shares	% of holding
NikhilNanda*	23,810,774	39.10%	23,810,774	39.10%
Sushma Nanda	3,065,983	5.03%	3,065,983	5.03%

*Holding includes 1,17,50,000 equity shares alloted pursuant to conversion of share warrants. These shares are listed on 17th April,2020

19 Other Equity

A Summary of Other Equity Balance (₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Capital reserves	241.95	241.95
Securities premium	9,223.05	9,223.05
General reserves	6.68	6.68
Retained earnings	2,578.86	2,426.98
Other Comprehensive Income	9.21	10.74
Total	**12,059.75**	**11,909.40**

a) Capital reserves

	As at 31 March, 2020	As at 31 March, 2019
Opening balance	241.95	241.95
Addition/Deletion during the year	-	-
Closing balance (A)	**241.95**	**241.95**

b) Securities premium

	As at 31 March, 2020	As at 31 March, 2019
Opening balance	9,223.05	9,223.05
Addition during the year	-	-
Closing balance (B)	**9,223.05**	**9,223.05**

c) General reserves

	As at 31 March, 2020	As at 31 March, 2019
Opening balance	6.68	6.68
	-	-
Closing balance (C)	**6.68**	**6.68**

d) Retained earnings

	As at 31 March, 2020	As at 31 March, 2019
Opening balance	2,426.98	2,096.58
Add: Profit for the year transferred from the Statement of Profit and Loss	176.99	360.18
Less: Adjustment pertaining to a loan given to shareholder	(25.11)	(29.78)
Closing balance (D)	**2,578.86**	**2,426.98**

e) Other Comprehensive Income

	As at 31 March, 2020	As at 31 March, 2019
Opening balance	10.74	5.32
Add: Remeasurement of net defined benefit plans	(1.53)	5.42
Closing balance (E)	**9.21**	**10.74**

Total other equity (A+B+C+D+E)	**12,059.75**	**11,909.40**

Nature and purpose of reserve

a) **Capital reserve**

A capital reserve is an account in the equity section of the balance sheet that can be used for contingencies or to offset capital losses. It is derived from the accumulated capital surplus of a company, created out of capital profit.The reserve is utilise in accordance with the provisions of the Companies Act, 2013.

b) **Security premium**

Securities premium is used to record the premium on issue of shares. The reserve is utilise in accordance with the provisions of the Companies Act, 2013.

c) General reserve

This represents appropriation of profit by the Company and is available for distribution of dividend.

d) Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

e) Other Comprehensive Income

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

20 Financial Liabilities

(₹ in lakhs)

(i) Borrowings

	Non current		Current maturities	
	As at 31 March, 2020	As at 31 March, 2019	As at 31 March, 2020	As at 31 March, 2019
Secured				
Vehicle Loans*				
- from Banks	21.08	33.14	11.91	10.93
- from Others	14.49	32.71	18.22	15.40
	35.57	**65.85**	**30.13**	**26.33**
Amount disclosed under the head Other current financial liabilities (Refer note 25)	-	-	(30.13)	(26.33)
Net Amount (A)	**35.57**	**65.85**	**-**	**-**
Unsecured				
Unsecured Loan from other **	-	-	0.00	110.00
	-	**-**	**0.00**	**110.00**
Amount disclosed under the head Other current financial liabilities (Refer note 25)	-	-	-	(110.00)
Net Amount (B)	**-**	**-**	**-**	**-**
Total (A+B)	**35.57**	**65.85**	**-**	**-**

* Respective assets are hypothecated against the loans taken to acquire such vehicles. Loan is repayable within a period of 60 months at interest rate in the range of 8% p.a. to 12% p.a.

**Loan carrying Interest rate of 15% p.a.

(ii) Lease Liabilities

	Non current		Current	
	As at 31 March, 2020	As at 31 March, 2019	As at 31 March, 2020	As at 31 March, 2019
Lease liabilities on office building	179.83	-	10.46	-

21 Provisions

(₹ in lakhs)

	Non Current		Current	
	As at 31 March, 2020	As at 31 March, 2019	As at 31 March, 2020	As at 31 March, 2019
Provision for Employee Benefits - Gratuity	83.20	59.99	6.63	4.64
Provision for Employee Benefits - Leave Encashment	27.13	21.01	7.57	5.81
Provision for Income Tax	-	-	154.16	-
	110.33	**81.00**	**168.36**	**10.45**

22 Other non current liabilities

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Government grants (Refer note 39)	0.00	3.00
	-	**3.00**

23 Current Liabilities - Borrowings

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Cash Credit*	-	500.00
	0.00	**500.00**

*Cash credit facility obtained from bank is secured by hypothecation of inventories, debtors and charge on factory building.

24 Trade payables

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Trade payables		
(a)Due to micro & small enterprises (Refer note 49)	338.92	229.63
(b)Due to others	3,179.83	2,023.95

	Particulars	As at 31 March, 2020	As at 31 March, 2019
	Total outstanding dues of micro enterprises and small enterprises(as per the intimation received from vendors)		
a)	Principal and interest amount remaining unpaid	338.92	229.63
b)	Interest paid by the Company in terms of Section 16 of the Micro, Small and -Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	-	-
c)	Interest due and payable for the period of delay in making payment (which - have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006.	-	-
d)	Interest accrued and remaining unpaid	-	-
e)	Interest remaining due and payable even in the succeeding years, until - such date when the interest dues as above are actually paid to the small enterprises.	-	-
		338.92	**229.63**

25 Other current financial liabilities

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Current maturities of long-term debt (Refer note 20)	30.13	136.33
Interest accrued but not due on borrowings	0.34	33.64
Book overdraft	70.50	154.27
Payable to employees	155.95	223.39
Payable towards purchase of property, plant and equipment	196.13	181.69
Expenses Payable	86.99	56.18
	540.04	**785.50**

There are no amounts due for payments to the Investor Education and Protection Fund under section 125 of Companies Act, 2013 as at 31 March, 2020 (31 March, 2019- Nil).

26 Other current liabilities

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Statutory dues	18.56	18.62
Advance received from Customers	174.01	110.14
Government Grant (Refer note 39)	3.00	3.00
	195.57	**131.76**

27 Revenue from operations

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Revenue from contracts with customers*		
Sale of manufactured goods-Oral Care Products	13,141.25	11,758.72
Job Work Income	48.90	105.59
Sale of packing material/raw material/traded Goods	43.63	17.13
Other operating revenue		
Scrap sales	61.83	84.64
Revenue from Operations	**13,295.61**	**11,966.08**

* It represents disaggregated revenue information in accordance with INDAS 115.

Reconciliation of revenue recognised with contract price: (₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue as per contracted price	13,369.64	11,946.44
Adjustments		
Cost Reconciliation	11.13	31.46
Sales return	(85.16)	(11.82)
Revenue from Operations	**13,295.61**	**11,966.08**

The transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) as at year end are, as follows:

Particulars	As at 31 March, 2020	As at 31 March, 2019
Advances from customers (Refer Note no 26)	174.01	110.14

Management expects that the entire transaction price allotted to the unsatisfied contract as at the end of the reporting period will be recognised as revenue during the next financial year.

28 Other income

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Interest income on fixed deposits	3.05	8.01
Interest income from financial assets at amortised cost	76.30	117.65
Export incentives	252.82	276.99
Provision no longer required written back	152.59	57.14
Rental Income	0.76	0.72
Government grant(refer note 39)	3.00	3.00
Foreign exchange gain (net)	615.98	24.20
Miscellaneous income	45.92	28.31
Net gain on financial asset measured at FVTPL	17.68	27.28
Miscellaneous balance written back	7.22	34.31
	1,175.32	**577.59**

29 Cost of materials consumed

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
A Cost of Raw Materials Consumed		
Stock at the beginning of the year	350.01	463.74
Add: Purchases	6643.15	5,704.39
	6,993.16	**6,168.13**
Less: Stock at the end of the year	26.86	350.01
Less: Reversal of earlier write-down	-	-
Add: Provision for Stock Obsolescence	-	55.07
	6,966.30	**5,873.19**
Cost of packing materials consumed		
Stock at the beginning of the year	268.74	201.76
Add: Purchases	2,286.31	2,315.19
	2,555.05	**2,516.95**
Less: Stock at the end of the year	25.11	268.74
Less: Sale of scrap	-	-
Add: Provision for Stock Obsolescence		50.69
	2,529.94	**2,298.90**
	9,496.24	**8,172.09**

B Purchases of stock in trade

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Purchases of stock in trade	21.51	6.33
	21.51	**6.33**

30 Changes in inventories of finished goods, work in progress and stock-in-trade

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Finished goods		
At the beginning of the year	86.93	61.32
Less: At the end of the year	117.05	86.93
	(30.12)	**(25.61)**
Work-in-progress		
At the beginning of the year	109.40	162.33
Add: Purchases	255.01	273.51
Less: At the end of the year	144.16	109.40
	220.25	**326.44**
	190.13	**300.83**

31 Employee Benefits Expenses

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Salaries, wages, bonus and other allowances	769.83	798.26
Contribution to provident and other funds	50.46	44.30
Workmen and staff welfare expenses	20.09	22.87
Gratuity	24.71	26.75
Leave encashment	9.72	5.86
	874.81	**898.04**

32 Finance Costs

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Interest expense	85.45	95.19
Interest on lease liabilities	29.91	-
Interest on delay in deposit of Statutory dues	20.75	4.64
	136.11	**99.83**

33 Depreciation and Amortization Expenses

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Depreciation on property, plant & equipment	716.80	696.09
Depreciation on right of use asset	24.97	-
Amortisation of intangible assets	1.20	2.02
	742.97	**698.11**

34 Other expenses

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Consumption of stores and spares	8.44	13.91
Power and Fuel	323.00	322.00
Rent*	-	42.79
Advertisement expenses	253.74	42.22
Business promotion expenses	25.57	18.21
Brand Promotion Expenses	1.33	-
Repairs		
Plant and Machinery	89.20	121.18
Building	13.13	20.21
Others	27.48	28.97
Freight and cartage outward	64.28	52.75
Insurance Charges	53.51	27.29
Legal and professional fees	42.17	94.67
Rates and taxes	23.42	93.36
Telephone and postage	13.49	14.25
Printing and stationery	9.60	10.03
Travelling and conveyance expenses	94.73	92.21
Loss on sale of property plant & equipment (Net)	1.89	69.44
Directors' sitting fees	5.70	4.30
Job work charges	536.72	483.84
Research & Development charges	3.72	2.21
Auditor's remuneration(Refer note 48)	15.22	15.43
Office maintenance	21.51	22.53
Advances/balances/others written off	12.74	186.73
Advances/balances/others provision	57.92	-
Miscellaneous expenses	51.32	53.80
Amortization of deferred rent expense	2.25	2.24
GST Budegatry Support	-	11.77
Corporate social responsibility expense**	14.00	-
Donation expense	0.30	0.25
	1,766.38	**1,846.56**

*Refer note no. 47 on lease liabilities

**Refer note no. 52

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH, 2020

35 Exceptional items

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Loss on asset discontinued from active use and held for sale*	1,063.69	-
	1,063.69	**-**

*The Company has assessed the recoverability of property plant and equipment and has identified certain property plant and equipment which were not in active use having gross value and written down value of ₹ 1776.53 lakhs and ₹ 1073.69 lakhs respectively. Consequently these assets have been carried its net realisable value and recognized under the head "Assets classified as held for Sale" at an estimated realsiable value of ₹ 10.00 lakhs. Therefore, loss of ₹ 1063.69 lakhs has been charged to the statement of profit and loss shown as exceptional item.

36 Income taxes

(a) **Income tax expenses**

(₹ in lakhs)

		As at 31 March, 2020	As at 31 March, 2019
	Profit and loss section		
i.	**Current tax**		
	Current tax on profits for the year	180.87	129.21
	Adjustments for current tax of previous years	(26.39)	-
		154.48	**129.21**
ii.	**Deferred tax charge/(credit)**		
	Origination and reversal of temporary differences	(152.38)	161.70
	Recognition of previously unrecognised tax losses	-	-
	Recognition of previously unrecognised deductible temporary differences	-	-
	MAT credit on profits for the year	-	(129.21)
		(152.38)	**32.49**
	Income tax expense reported in the Statement of Profit and Loss (i+ii)	**2.10**	**161.70**
	Other Comprehensive Income (OCI) Section		
	Tax relating to items that will not be reclassified to Statement of Profit & Loss	(0.60)	2.09
	Income tax charged to OCI	**(0.60)**	**2.09**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic rate

(₹ in lakhs)

	As at 31 March, 2020	As at 31 March, 2019
Profit from continuing operations (A)	179.09	521.88
Income tax rate applicable (B)	27.82%	27.82%
Computed tax expense (A*B)	**49.82**	**145.19**
Tax effect of the amounts that are not deductible (taxable) while calculating taxable income :		
Effect of Non- deductible expenses	319.53	18.28
Deferred tax on current period losses	(152.38)	-
Carry forward unabsorbed depreciation	(154.60)	-
Income not taxable under income tax	(23.23)	-
Tax impact of IND AS adjustment	(10.23)	-
Tax expense for earlier years	(26.39)	-
Effect of MAT credit adjustment	-	-
Others	(0.42)	(1.77)
Income tax expense/(reversal)	**2.10**	**161.70**

37 Contingent Liability

I. Claims/litigations made against the Company not acknowledged as debts:

Matters under litigation:

Claims against the Company by employees, vendors & customers amounting to ₹ 214.60 lakhs(Previous Year ₹ 179.12 lakhs). The management of the Company believes that the ultimate outcome of these proceedings will not have a material/adverse effect on the Company's financial condition and results of operations.

There is outstanding sales tax demand of Rs. 76.32 lakhs, against which the Company has filed appeal where an amount of Rs. 4.50 lakhs has been deposited.

II. Others:

Bank Guarantee issued by Bank amounting to ₹ 58.50 lakhs (Previous Year ₹ 73.30 lakhs).

38 Capital Commitments

(₹ in lakhs)

	As at 31 March, 2020	As at 31 March, 2019
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances for 31 March, 2020: ₹ NIL, for 31 March, 2019: ₹ 1273.86 lakhs)	13.74	1,368.03

39 Government Grant

During the financial year ended 31 March, 2012, the Company had received capital subsidy under the Central Capital Investment Subsidy Scheme, 2003 of the Government of India. The subsidy received is being apportioned to Statement of Profit & Loss over the useful life of the assets which is estimated as 10 years. During the year the Company has recognised ₹ 3 lakhs (previous year ₹ 3 lakhs) as government grant based on useful life of the assets.

40 Segment Reporting

The Company is engaged in manufacturing a range of oral and dental products for elite national and international brands. Information reported to and evaluated regularly by the Chief Operational Decision Maker (CODM) for the purpose of resource allocation and assessing performance focuses on business as a whole. The CODM reviews the Company's performance on the analysis profit before tax at overall level. Accordingly, There is no other separate reportable segmentalas defined by IND AS 108 "Segment Reporting".

Information about geographical areas are as under **(₹ in lakhs)**

	Revenue from external customers	
	Year ended 31 March, 2020	Year ended 31 March, 2019
India	7,583.87	7,279.13
UAE	5,711.74	4,680.73
Nepal	-	6.22
Total	**13,295.61**	**11,966.08**

Information about major customers

Revenue of ₹ 5975.66 lakhs, (Previous year ₹ 6020.25 lakhs) arising from two customers in India and ₹ 5325.07 lakhs (Previous year ₹ 4649.73 lakhs) from two customer outside India contribute more than 10% of the Company's revenue individually. No other customer contribute10% or more than 10% to the Company's revenue for the current year ended 31 March, 2020 and previous year ended 31 March, 2019. The Company does not hold any non current assets outside India.

41 Employee benefit obligations

The Company has classified various employee benefits as under:

a) Defined contribution plans

i.) Employees Provident fund

ii.) Employee State Insurance Scheme

The Company has recognised the following amounts in the Statement of Profit and Loss for the year: (Refer Note- 31)

(₹ in lakhs)

Particulars	**Year ended 31 March, 2020**	**Year ended 31 March, 2019**
Contribution to Provident Fund	38.96	30.17
Contribution to Employee State Insurance Scheme	11.50	14.13
Total	**50.46**	**44.30**

b Defined benefit plans

i.) Gratuity

c Other long-term employee benefits

ii.) Leave encashment

Gratuity is payable to eligible employees as per the Company's policy and The Payment of Gratuity Act, 1972. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit (PUC) method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligations.

Provision for leave benefits is made by the Company on the basis of actuarial valuation using the Projected Unit Credit (PUC) method.

Liability with respect to the gratuity and leave encashment is determined based on an actuarial valuation done by an independent actuary at the year end and is charged to Statement of Profit and Loss.

Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Other Comprehensive Income as income or expense.

Other disclosures required under IND AS 19 "Employee benefits" are given below:

Principal Actuarial Assumptions at the Balance Sheet date

Particulars	**As at 31 March, 2020**	**As at 31 March, 2019**
Discount Rate (per annum)	6.60%	7.55%
Rate of increase in Compensation Levels	7.00%	7.00%
Retirement age	58Years	
Mortality Table	100% of IALM (2012-14)	
Average withdrawal rate	7%	7%

The discount rate has been assumed at 6.60% p.a. (Previous year 7.55% p.a.) based upon the market yields available on Government bonds at the accounting date for remaining life of employees. The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market on long term basis.

I) Changes in the present value of obligation **(₹ in lakhs)**

Particulars	As at 31 March, 2020		As at 31 March, 2019	
	Leave Encashment	Gratuity (Unfunded)	Leave Encashment	Gratuity (Unfunded)
Present Value of Obligation as at the beginning of the year	26.82	64.62	22.57	52.41
Acquisition Adjustment	-	-	-	-
Interest Cost	2.03	4.89	1.74	4.03
Past Service Cost	-	-	-	-
Current Service Cost	10.60	18.19	10.67	15.69
Contribution by Plan Participants	-	-	-	-
Curtailment Cost/(Credit)	-	-	-	-
Settlement Cost/(Credit)	-	-	-	-
Benefit Paid	-	-	-	-
Actuarial (Gains)/Loss	(4.75)	2.13	(8.16)	(7.51)
Present Value of Obligation as at the end of the year	34.70	89.83	26.82	64.62
Current	7.57	6.63	5.81	4.64
Non Current	27.13	83.20	21.01	59.99
Total	**34.70**	**89.83**	**26.82**	**64.63**

II) Reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets **(₹ in lakhs)**

Particulars	As at 31 March, 2020		As at 31 March, 2019	
	Leave Encashment	Gratuity (Unfunded)	Leave Encashment	Gratuity (Unfunded)
Present Value of Funded Obligation as at the end of the year	-	-	-	-
Fair Value of Plan Assets as at the end of the year	-	-	-	-
Funded (Asset)/Liability recognised in the Balance Sheet	-	-	-	-
Present Value of Unfunded Obligation as at the end of the year	34.70	89.83	26.82	64.62
Unfunded Net Liability Recognised in the Balance Sheet	34.70	89.83	26.82	64.62

III) Expenses recognised in the Statement of Profit and Loss **(₹ in lakhs)**

Particulars	As at 31 March, 2020		As at 31 March, 2019	
	Leave Encashment	Gratuity (Unfunded)	Leave Encashment	Gratuity (Unfunded)
Current Service Cost	10.60	18.19	10.67	15.69
Past Service Cost	-	-	-	-
Acquisition Adjustment	-	-	-	-
Interest Cost	2.03	4.89	1.74	4.03
Expected Return on Plan Assets	-	-	-	-
Curtailment Cost/(Credit)	-	-	-	-
Settlement Cost/(Credit)	-	-	-	-
Benefit Paid	-	-	-	-
Remeasurement	(4.75)	-	(8.16)	-
Net actuarial (Gains)/Loss	-	-	-	-
Employees Contribution	-	-	-	-
Total Expenses recognised in the Statement of Profit and Loss	7.88	23.08	4.25	19.72

Other Comprehensive Income (OCI) — **Gratuity (Unfunded)** — **(₹ in lakhs)**

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Net cumulative unrecognizedactuarial gain/(loss) opening	-	-
Actuarial gain / (loss) for the year on PBO	(2.13)	7.51
Actuarial gain /(loss) for the year on Asset	-	-
Unrecognizedactuarial gain/(loss) at the end of the year	(2.13)	7.51

IV) Expected Employer Contribution **(₹ in lakhs)**

Particulars	Year ended 31 March, 2020		Year ended 31 March, 2019	
	Leave Encashment	Gratuity (Unfunded)	Leave Encashment	Gratuity (Unfunded)
Expected Employer Contribution for the next year	-	-	-	-

V) Maturity Profile of Defined Benefit Obligation **(₹ in lakhs)**

	Year ended 31 March, 2020		Year ended 31 March, 2019	
Year	Leave Encashment	Gratuity (Unfunded)	Leave Encashment	Gratuity (Unfunded)
0 to 1 Year	7.57	6.63	5.81	4.64
1 to 2 Year	5.51	4.93	4.58	4.56
2 to 3 Year	5.47	7.68	3.99	4.36
3 to 4 Year	4.14	6.42	4.07	6.53
4 to 5 Year	3.67	6.79	2.95	135.41
5 Year onwards	24.37	169.49	19.79	20.73

VI) Sensivity Analysis of the Defined Benefit Obligation:- **(₹ in lakhs)**

Particulars	Leave Encashment	Gratuity (Unfunded)
	As at31 March, 2020	
Impact of change in discount rate		
Present Value of obligation at the end of the year	34.70	89.83
a) Impact due to increase of 1%	1.63	8.35
b) Impact due to decrease of 1%	1.77	9.79
	As at31 March, 2020	
Impact of change in salary rate		
Present Value of obligation at the end of the year	34.70	89.83
a) Impact due to increase of 1%	1.74	8.71
b) Impact due to decrease of 1%	1.63	7.99

Description of Risk Exposures :

Risks associated with the plan provisions are actuarial risks. These risks are:- (i) investment risk, (ii) interest risk (discount rate risk), (iii) mortality risk and (iv) salary risk.

i) Investment Risk- The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government Bonds Yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.

ii) Interest Risk (discount rate risk) – A decrease in the bond interest rate (discount rate) will increase the plan liability.

iii) Mortality Risk- The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2006-08) ultimate table. A change in mortality rate will have a bearing on the plan's liability.

iv) Salary Risk – The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

42 Related party disclosures as per IND AS 24

(a) Names of related parties and description of relationship:

Relationships	Name of Related Party
Related parties where control exists (Subsidiaries)	- JHS Svendgaard Brands Limited (India) (50.77%) (Formerly known as JHS Svendgaard Dental Care Limited) - JHS Svendgaard Retail Ventures Private Limited (India) (99.82%) - JHS Mechanical and Warehousing Private Limited (India) (99.99%)
Entities controlled by a person who is a KMP of the Company or a person who has significant influence over the Company	- Starpool Consultants & Advisors LLP - Harish Chander Nanda Educational and Charitable Society - Maya Brands LLP - Frodo Magic Productions LLP
Relatives of Key Managerial Personnel	- Mrs Sushma Nanda (Mother of Mr. Nikhil Nanda)
Entities which are controlled or jointly controlled by Key Managerial Personnel category or by his/her close family members	- Number One Enterprises Pvt. Ltd. - Chrome IAS Academy LLP - Apogee Manufacturing Private Limited - Magna Waves Private Limited - DVS Worldwide Services Private Limited

(b) Key Managerial Personnels (KMP) of the Company

Name of Key Managerial Personnel	Category	Period
Mr. Nikhil Nanda	Managing Director	2019-20
Mr. Vanamali Polavaram	Non -Executive Non-Independent Director	2019-20
Mr. Mukul Pathak	Non - Executive Independent Director	2019-20
Mrs. Rohina Sanjay Sangtani	Non - Executive Independent Director	2019-20
Mr. Nikhil Kishorchandra Vora	Nominee Director	2019-20
Mrs. Balbir Verma	Non-Executive Independent Director	2019-20
Mr. Paramvir Singh Pabla	Chief Executive Officer	2019-20
Mr. Ashish Goel	Chief Financial Officer	2019-20
Mr. Sanjeev Kumar Singh	Company Secretary	Upto 07.06.2019
Mr. Chetan Batra	Company Secretary	W.e.f. 11.07.2019 upto 04.05.2020

(c) Key Management Personnel Compensation **(₹ in lakhs)**

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Short- term employee benefits	107.36	138.80
Post- employement benefits	13.61	11.88
Long- term employee benefits	2.76	3.00
Director's Sitting fees	5.70	4.30
Total Compensation	**129.43**	**157.98**

(d) Transactions with related parties

The following transactions occurred with related parties: **(₹ in lakhs)**

S. No.	Statement of Profit and Loss heads	Year ended 31 March, 2020	Year ended 31 March, 2019
1.	**Income:**		
	Sale of Product		
	- JHS Svendgaard Brands Limited (India) (Formerly known as JHS Svendgaard Dental Care Limited)	545.50	369.21
	'- Harish Chander Nanda Educational and Charitable Society	-	0.03
	Reimbursement of expenses		
	- Apogee Manufacturing Private Limited	-	-
	Sale of Property Plant and Equipment		
	- JHS Svendgaard Brands Limited (India) (Formerly known as JHS Svendgaard Dental Care Limited)	-	-
	Rental Income		
	- JHS Svendgaard Brands Limited (India) (Formerly known as JHS Svendgaard Dental Care Limited)	0.76	0.72
	Other Income		
	- JHS Svendgaard Brands Limited (India) (Formerly known as JHS Svendgaard Dental Care Limited)	-	25.66
	- JHS Svendgaard Retail Venture Private Limited	-	2.55
2.	**Expenditure:**		
	i) Purchase of Product		
	- JHS Svendgaard Brands Limited (India) (Formerly known as JHS Svendgaard Dental Care Limited)	0.97	0.91
	ii) Interest expense on Lease liability as per IND AS 116		
	- Nikhil Nanda	29.91	39.00
	ii) Depreciation expense on Right of use asset as per IND AS 116	24.97	-
	- Nikhil Nanda		
	iii)Ammortisation expense of security deposit		
	- Nikhil Nanda - Amortisation of deferred rent expense	2.25	2.24
	ii) Electricity and Water expenses		
	- Nikhil Nanda	14.14	11.65
	iii) Corporate social responsibility expense		
	- Harish Chander Nanda Educational and Charitable Society	10.00	-

(e) Investments / Loans & advances and other adjustments to/ from Related Parties **(₹ in lakhs)**

		Year ended 31 March, 2020	Year ended 31 March, 2019
i.	**Loans/ Advances taken**		
	- Nikhil Nanda	-	-
ii.	**Loans/ Advance(repaid/adjusted)**		
	- Nikhil Nanda	-	0.10
	- JHS Mechanical and Warehousing Private Limited (India)	-	-
	- JHS Svendgaard Brands Limited (India) (Formerly known as JHS Svendgaard Dental Care Limited)	-	-
	- JHS Svendgaard Retail Venture Private Limited	-	15.30
iii.	**Loans and advances given (including security deposits)**		
	- Nikhil Nanda	-	1.50
	- JHS Mechanical and Warehousing Private Limited (India)	0.20	0.50
	- JHS Svendgaard Retail Venture Private Limited	-	5.00

		Year ended 31 March, 2020	Year ended 31 March, 2019
iv.	**Payment Received**		
	- Apogee Manufacturing Private Limited	10.00	-
	'- Harish Chander Nanda Educational and Charitable Society	0.03	-
v	**Payment made**		
	- 'Magna Waves Private Limited	0.40	-
vi.	**Equity Share capital issued of Rs. 10 each**		
	- Nikhil Nanda	-	-
vii.	**Investment in equity share of Rs 10 each**		
	- JHS Svendgaard Brands Limited (India) (Formerly known as JHS Svendgaard Dental Care Limited)	150.00	581.01
	- JHS Svendgaard Retail Venture Private Limited	-	650.00
viii.	**Security Deposit adjustment**		
	- JHS Svendgaard Brands Limited (India) (Formerly known as JHS Svendgaard Dental Care Limited)	28.00	142.37
ix.	**Other adjustment**		
	- JHS Svendgaard Brands Limited (India) (Formerly known as JHS Svendgaard Dental Care Limited)	-	(4.54)

(f) Balance Sheet heads (Closing Balances) **(₹ in lakhs)**

		As at 31 March, 2020	As at 31 March, 2019
	Credit Balances		
i.	**Unsecured loan**		
	- Nikhil Nanda	-	-
ii.	**Other liabilities**		
	- Nikhil Nanda	4.02	2.67
	- 'Magna Waves Private Limited	-	0.40
iii.	**Trade Payable**		
	- JHS Svendgaard Brands Limited	2.84	1.22
iv.	**Advances Received**		
	- JHS Svendgaard Brands Limited	42.69	-
	Debit Balances		
i.	**Loans and advances**		
	- JHS Svendgaard Mechanical and Warehouse Private Limited	1,318.45	1,318.25
	- Nikhil Nanda (At amortised cost)	11.00	11.06
	- JHS Svendgaard Retail Venture Private Limited	-	-
ii.	**Trade receivables (exculding provisions)**		
	- Apogee Manufacturing Private Limited	15.62	25.62
	- JHS Svendgaard Brands Limited	-	265.68
	'- Harish Chander Nanda Educational and Charitable Society	-	0.03

(g) Terms and Conditions

Outstanding balances at the year end are unsecured, interest free and recoverable/repayable on demand. There has been no guarantee provided or received for any related party receivable and payable, other than disclosed. For the year ended 31 March, 2020 the company has provided for impairment of receivables owed by the related party ₹ Nil and 31 March, 2019 ₹ Nil). This assessment undertaken each financial year through examining the financial position of related party and market in which related party operates.

43 Fair valuation measurements

(₹ in lakhs)

S.No.	Particulars	Level of Hierarchy	As at 31 March, 2020			As at 31 March, 2019		
			FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized Cost
	Financial assets	-						
1	**Investments**							
	Investment in Mutual Fund	1	-	-	-	51.42	-	-
	Investment in MLD	1	230.66	-	-	213.36	-	-
2	**Loans**							
	Security Deposit	3	-	-	11.00	-	-	9.56
	Others	3	-	-	266.64	-	-	675.09
3	Trade receivables	3	-	-	9,530.77	-	-	5,608.36
4	Other financial assets	3		-	160.03		-	350.85
5	Cash & Cash Equivalents	3	-	-	26.67	-	-	34.15
6	Bank balances other than cash & cash equivalents	3	-	-	24.62	-	-	25.91
	Total Financial Assets		**230.66**	**-**	**10,019.72**	**264.78**	**-**	**6,703.92**
	Financial Liability	-						
1	**Borrowings including current maturities**	3	-	-	65.70	-	-	702.18
2	**Trade & Other Payables**	3	-	-	3,518.75	-	-	2,253.58
3	**Lease liability**	3	-	-	190.29	-	-	-
4	**Other financial Liabilities**	3	-	-	509.91	-	-	648.94
	Total Financial Liabilities		**-**	**-**	**4,284.66**	**-**	**-**	**3,604.70**

a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.

- Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.
- Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

43A The Company has valued the following investments in subsidiaries at cost, as per Ind AS 27. **(₹ in lakhs)**

	As at 31 March, 2020	As at 31 March, 2019
Investment in Equity shares	1,421.00	1,271.00

44 FINANCIAL RISK MANAGEMENT

Risk management objectives and policies

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in Note 43. The main types of risks are market risk, credit risk and liquidity risk.
The Company's risk management is coordinated by its board of directors, and focuses on actively securing the Company's short to medium-term cash flows by minimising the exposure to volatile financial markets.
The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed to, are described below:

1 Market risk

Market risk is the risk that changes in market prices will have an effect on Company's income or value of the financial assets and liabilities. The Company is exposed to various types of market risks which result from its operating and investing activities. The most significant financial risks to which the Company is exposed are described below:

(a) Foreign currency risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to USD and EURO. Foreign exchange risk arises from future commercial transactions and recognise assets and liabilities denominated in a currency that is not company's functional currency(INR). The Risk is measured through a forecast of highly probable foreign currency cashflows.

The following table presents non-derivative instruments which are exposed to currency risk and are unhedged as at 31 March, 2020 and 31 March, 2019 :

(₹ in lakhs)

	Foreign currency	As at 31 March, 2020	As at 31 March, 2019
Trade Payable	USD	7.40	8.56
Trade Payable	EURO	0.12	0.50
Trade Receivable	USD	8,554.91	3,755.83
Trade Receivable	EURO	-	0.00
Bank account	EURO	0.28	0.26

To mitigate the Company's exposure to foreign exchange risk, cash flows in foreign currencies are monitored and net cash flows are managed in accordance with Company's risk management policies. Generally, the Company's risk management procedures distinguish short term foreign currency cash flows (due within 6 months) from longer term cash flows (due after 6 months). Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no hedging activity is undertaken.

The following table gives the volatility in exchange rates for the respective reporting years for major currencies:

Currencies	Year ended 31 March, 2020	Year ended 31 March, 2019
INR/USD	8%	5%
INR/EURO	6%	8%

These percentages have been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis given in the table below is based on the Company's foreign currency financial instruments held at each reporting date.

Sensitivity analysis for entities with foreign currency balances in INR

The following tables illustrate the sensitivity of profit/loss and equity in regards to the Company's financial assets and financial liabilities and the movement of exchange rates of respective functional currencies' against INR, assuming 'all other things being constant'.

If the respective functional currencies had strengthened/weakened against the INR by the afore mentioned percentage of market volatility, then this would have had the following impact on profit/loss:

(₹ in lakhs)

Year ended 31 March, 2020	**Movement**	**Profit and loss**	
		Strengthening	**Weakening**
USD Sensitivity	8%	710.84	(710.84)
EURO Sensitivity	6%	0.03	(0.03)
Year ended 31 March, 2019	**Movement**	**Profit and loss**	
		Strengthening	**Weakening**
USD Sensitivity	5%	188.22	(188.22)
EURO Sensitivity	8%	0.06	(0.06)

(b) Price risk

The Company is mainly exposed to the price risk due to investment in mutual funds and market linked debentures. The price risk arises due to uncertainties about the future market values of these investments. In order to minimise pricing risk arising from investment in mutual funds, Company invest in highly rated mutual funds.

The sensitivity to price risk if increases/ decrease in NAV of the mutual funds is: **(₹ in lakhs)**

Year ended 31 March, 2020	**Movement**	**Profit and loss**	
		Strengthening	**Weakening**
Price risk sensitivity	1%	2.31	(2.31)
Year ended 31 March, 2019	**Movement**	**Profit and loss**	
		Strengthening	**Weakening**
Price risk sensitivity	1%	2.65	(2.65)

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company isnot exposed to significant interest rate risk because funds are borrowed at fixed interest rates. The borrowings of the Company are principally denominated in rupees and fixed rates of interest.

(₹ in lakhs)

	As at 31 March, 2020	**As at 31 March, 2019**
Fixed-rate borrowings including current maturities		
- Vehicle Loan (Secured)	65.70	92.18
-Loan from Corporate (Unsecured)	-	110.00
-Cash credit facility (secured)	-	500.00
Floating-rate borrowings	-	-
Total Borrowings(gross of transaction cost)	65.70	702.18

2 CREDIT RISK

Credit risk arises from cash and cash equivalent, investments in mutual funds, deposits with the banks,as well as credit exposure to customers including outstanding receivables.

Credit risk management

For Bank and Financial Institutions, only high rated banks/ institutions are accepted

For other counter parties, the company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables. Individual risk limits are set accordingly. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. The Company's policy is to deal only with creditworthy counterparties only.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The company considers reasonable and supportive forward-looking information.

The company based on internal assessment which is driven by the historical experience/current facts available in relation to default and delays in collection thereof, the credit risk for trade receivable is considered low. The Company estimates its allowance for trade receivable using life time expected credit loss. The balance past due for more than 6 months (net of expected credit loss allowance), excluding receivable from group companies is ₹ 3058.26 lakh (31 March, 2019 ₹ 283.82 lakh).

The credit risk for cash and cash equivalents and other financial instruments is considered negligible and no impairment has been recorded by the Company.

Significant estimates and judgments

Impairment of financial assets

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

3 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's is responsible for managing the short term and long term liquidity requirements. Short term liquidity situation is reviewed daily. Longer term liquidity position is reviewed on a regular basis by the Board of Directors and appropriate decisions are taken according to the situation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments :

(₹ in lakhs)

	As at 31 March, 2019				
	Upto 1 year	**1 to 3 years**	**3 to 5 year**	**Above 5 years**	**Total**
Borrowings including current maturities	636.33	63.66	2.20	0.00	702.19
Trade payables	2,253.58	0.00	0.00	0.00	2,253.58
Other financial liabilities	649.17	0.00	0.00	0.00	649.17
Total	**3,539.07**	**63.66**	**2.20**	**0.00**	**3,604.93**

	As at 31 March, 2020				
	Upto 1 year	**1 to 3 years**	**3 to 5 year**	**Above 5 years**	**Total**
Borrowings including current maturities	30.13	35.57	-	-	65.70
Trade payables	3,518.75	-	-	-	3,518.75
Lease Liabilities	10.46	38.43	57.55	83.85	190.29
Other financial liabilities	509.91	-	-	-	509.91
Total	**4,069.25**	**74.00**	**57.55**	**83.85**	**4,284.66**

45 Capital Management

A Risk Management

For the purposes of Company capital management, Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The primary objective of the Company capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March, 2020 and 31 March, 2019.

(₹ in lakhs)

	As at 31 March, 2020	As at 31 March, 2019
Equity Share capital	6,090.05	6,090.05
Free Reserve*	2,585.53	2,433.66

* Comprises of retained earning and general reserves.

B Dividends

The Company has not proposed any dividend for the year (31 March,2019: ₹ Nil).

46 Earnings per equity share

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Earnings per equity share has been computed as under		
Earnings attributable to equity shareholders	176.99	360.18
Nominal value of equity share (₹)	10	10
No of shares as at end of the year	60,900,465	60,900,465
No. of weighted average equity shares	60,900,465	60,900,465
Basic Earning per share (₹)	0.29	0.59
Number of equity shares for Dilutive earning per share	60,900,465	60,900,465
Dilutive earning per share (₹)	0.29	0.59

47 Leases

Effective April 1, 2019, the Company adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019. On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 199.38 Lakhs and a lease liability of ₹ 199.38 Lakhs.

The changes in the carrying value of ROU assets for the year ended March 31, 2020 are as follows:

(in ₹Lakhs)

Particulars	Amount
Balance as at April 1, 2019	199.38
Additions	
Deletions	
Depreciation	24.97
Balance as at March 31, 2020	174.41

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

The break-up of current and non-current lease liabilities as at March 31, 2020 is as follows :

(in ₹Lakhs)

Particulars	Amount
Current Lease Liabilities	10.46
Non-Current Lease Liabilities	179.83

The movement in lease liabilities during the year ended March 31, 2020 is as follows :

(in ₹Lakhs)

Particulars	Amount
Balance as at April 1, 2019	199.38
Add: Lease assets during the period	-
Add: Interest expense during the period	29.91
Less: Cash outflows	39.00
Balance as at March 31, 2020	**190.29**

48 Auditor's Remunerations

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Statutory Audit	9.00	9.00
Tax audit fees	2.25	2.25
Other matters		
- Limited reviews	3.75	3.75
- Out of pocket expenses	0.22	0.43
	15.22	**15.43**

49 Suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006

A sum of ₹ 338.92 lakhs is payable to Micro and Small Enterprises as at 31st March, 2020 (2019 - ₹ 229.63 lakhs). The above amount is on account of trade payables only. Out of the total amount outstanding to Micro and Small Enterprises a sum of ₹ 24.05 lakh is outstanding for more than 45 days as at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

50 Disclosure required under section 186(4) of the Companies Act 2013 :-

(₹ in lakhs)

Particulars of loan given

Sr. No.	Particulars	Outstanding Balances	Purpose
1	JHS Mechanical and Warehouse Private Limited	1,318.45	Purchase of land
		(1,318.25)	
2	A.R. Textiles Private Limited*	1,221.37	Intercorporate Financing
		(1,221.37)	

*Doubtful of recovery and fully provided for.

Figures in brackets represents previous year figure.

Particulars of Investment Made (₹ in lakhs)

Sr. No.	Particulars	Investment Made
1	JHS Svendgaard Brands Limited (Formerly known as JHS Svendgaard Dental Care Limited)	770.00
2	JHS Mechanical and Warehousing Private Limited	1.00
3	JHS Svendgaard Retail Venture Private Limited	650.00

51 Information pursuant to Regulations 34(3) & 53(f) of the Listing Obligations and Disclosure Requirements with Stock Exchanges

Interest free loan and advances to subsidiaries, in the nature of loan with no specifies repayment schedule

(₹ in lakhs)

	JHS Mechanical and Warehouse Private Limited
Balance as at 31 March, 2020 excluding provision	1,318.45
	(1,318.25)
Maximum balance during the year ended 31 March, 2020	1,318.45
	(1,318.75)

Figures in brackets represents previous year figure.

52 In accordance with the requirements of Section 135 of the Companies Act, 2013, during the financial year ending March 31, 2020, the Company has obligation to spent in pursuance of its Corporate Social Responsibility policy as follows:

(₹ in lakhs)

	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
a)	Gross amount required to be spent by the company	30.18	21.21
b)	Amount spent during the year	14.00	Nil
c)	Balance amount yet to be spent	16.18	21.21

53 The Ministry of Home Affairs vide its Order No.40-3/2020 dated 24.03.2020 had notified a nationwide lockdown in India to contain the outbreak of COVID19 pandemic. As a result, the operations of the Company were temporarily disrupted at its facilities with reference to Sales, Marketing ,Personnel, warehouses and distribution locations. However, the Management has assessed that there is no material impact on the business operations. Accordingly, the Company has considered the possible effects that may result from the pandemic on the carrying amounts of its property, plant and equipment, investments, inventories, receivables and other current assets and liabilities. The Company has also evaluated its liquidity position, recoverability of its assets and based on current estimates expects that the carrying amount of these assets will be recovered. The Company has also considered internal and external information upto the date of approval of thesestandalone financial Statements. The impact of COVID-19 on the Company's financial Statements for the year 2019-20 may differ from that estimated as at the date of approval of these financial statement. The Company will continue to closely monitor any material changes to future economic conditions. The impact of COVID-19 on future business of the Company would depend on future developments that cannot be reliably predicted at this stage.

For S. N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.:000050N/N500045

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

S.K. Khattar
Partner
Membership No.: 084993

Nikhil Nanda
Managing Director
DIN : 00051501

Vanamali Polavaram
Chairman
DIN : 01292305

Kirti Maheshwari
Company Secretary & Compliance Officer
Membership No. A40253

Ashish Goel
Chief Financial Officer

Place : New Delhi
Date : 23 June, 2020

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of
JHS Svendgaard Laboratories Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of **JHS Svendgaard Laboratories Limited** ("the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at 31 March 2020, and the consolidated statement of Profit and Loss including other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies ("the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, referred to on the Other Matters section below, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group, as at 31 March 2020, of consolidated loss, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-para (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matter	Auditor's Response
	Revenue Recognition Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognised when the Group performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery. The timing of revenue recognition is relevant to the reported performance of the Group. The management considers revenue as a key measure for evaluation of performance. Refer Note 2(b) to the Consolidated Financial Statements - Significant Accounting Policies	**Principal Audit Procedures** Our audit approach was a combination of test of internal controls and substantive procedures including: • Assessing the appropriateness of the Group's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and testing thereof. • Evaluating the design and implementation of Group's controls in respect of revenue recognition. • Testing the effectiveness of such controls over revenue cut off at year-end. • We performed substantive testing by selecting samples of revenue transactions recorded during the year by verifying the underlying documents, which included goods dispatch notes and shipping documents. • Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing. Based on the above procedure performed, the recognition and measurement of revenue from sale of goods are considered to be adequate and reasonable.

Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action, if required.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to preparation of these consolidated Ind AS financial statements in term of the requirements of the Act, that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the holding company, its subsidiaries has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a) We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets (after eliminating intra-group transactions) of Rs. 1282.97 lakhs and net assets of Rs. -249.95 lakhs as at 31 March 2020, total revenues (after eliminating intra-group transactions) of Rs. 615.81 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. The consolidated Ind AS financial statements also include the Group's share of net loss of Rs. 662.49 lakhs for the year ended 31 March 2020, as considered in the consolidated Ind AS financial statements, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act based on our audit and on the consideration of reports of other auditors on separate financial statements of subsidiaries, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows, Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries, none of the directors of the Group companies, incorporated in India is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of internal financial controls with reference to financial statements of the Group, incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 37 to the consolidated Ind AS financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India.

For S.N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.: 000050N/N500045

per S.K. Khattar
Partner
Membership No.: 084993
UDIN 20084993AAAACB9622

Place: New Delhi
Date: 23 June 2020

Annexure A

Independent Auditor's report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the consolidated Ind AS financial statements of the company as of and for the year ended 31 March 2020, we have audited the internal financial controls with reference to financial statements of **JHS Svendgaard Laboratories Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries , which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiaries, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to financial statements. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to the respective company's policies, the safeguarding of the company's assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries, as aforesaid, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter(s) paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to financial statements of the Holding Company and its subsidiaries.

Meaning of Internal Financial Controls with reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its subsidiaries ,which are companies incorporated in India, have, in all material respects, adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2020, based on internal financial control with reference to financial statements.

Other Matters

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to three subsidiaries, , which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For S.N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.: 000050N/N500045

per S.K. Khattar
Partner
Membership No.: 084993
UDIN 20084993AAAACB9622

Place: New Delhi
Date: 23 June 2020

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2020

(₹ in lakhs)

Particulars	Notes	As at 31 March, 2020	As at 31 March, 2019
I ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	3.1	5,720.87	6,962.29
(b) Capital work-in-progress	3.1	705.02	479.61
(c) Right-of-use assets	3.3	726.18	-
(d) Goodwill	3.2	110.69	110.69
(e) Other Intangible assets	3.2	5.66	8.40
(f) Financial assets			
i) Investments	4	-	512.06
ii) Loans	5	121.08	59.93
iii) Other financial assets	6	67.84	40.07
(g) Deferred tax assets(net)	7	1,131.06	831.35
(h) Non-current tax assets (net)	8	75.08	91.59
(i) Other non-current assets	9	2,405.84	2,859.16
Total non-current assets		**11,069.32**	**11,955.15**
2 Current Assets			
(a) Inventories	10	560.68	901.57
(b) Financial assets			
i) Investments	11	602.59	462.56
ii) Trade receivables	12	9,614.60	5,381.30
iii) Cash and cash equivalents	13	67.98	80.54
iv) Bank balances other than (iii) above	14	25.05	26.58
v) Loans	15	404.95	825.35
vi) Other financial assets	16	145.37	328.98
(c) Other current assets	17	1,589.65	2,152.68
(d) Current tax assets (net)	-	0.04	0.04
(e) Assets classified as held for sale	-	11.42	4.39
Total current assets		**13,022.33**	**10,163.99**
Total assets		**24,091.65**	**22,119.14**
II EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	18	6,090.05	6,090.05
(b) Other equity	19	11,709.80	11,594.48
Non-controlling Interest		659.85	379.31
Total Equity		**18,459.70**	**18,063.84**
Liabilities			
1 Non-Current Liabilities			
(a) Financial liabilities			
i) Borrowings	20	51.79	81.05
ii) Lease Liabilities	20	613.13	-
(b) Provisions	21	122.30	95.56
(c) Other non current liabilities	22	-	7.71
Total non-current liabilities		**787.22**	**184.32**
2 Current liabilities			
(a) Financial liabilities			
i) Borrowings	23	-	500.00
ii) Trade payables	24		
- total outstanding dues of micro and small enterprises		338.98	229.63
- total outstanding dues Other than dues of micro and small enterprises		3,272.87	2,091.61
iii) Lease Liabilities	20	161.29	-
iv) Other financial liabilities	25	678.79	884.21
(b) Other current liabilities	26	223.47	153.78
(c) Provisions	21	169.33	11.75
Total current liabilities		**4,844.73**	**3,870.98**
Total liabilities		**5,631.95**	**4,055.30**
Total equity and liabilities		**24,091.65**	**22,119.14**

Basis of Preparation 1
Significant accounting policies 2

The accompanying notes are an integral part of these financial statements

As per our report of even dated attached
For S. N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.:000050N/N500045

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

S.K. Khattar
Partner
Membership No.: 084993

Nikhil Nanda
Managing Director
DIN : 00051501

Vanamali Polavaram
Chairman
DIN : 01292305

Place : New Delhi
Date : 23 June, 2020

Kirti Maheshwari
Company Secretary & Compliance Officer
Membership No. A40253

Ashish Goel
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH, 2020

(₹ in lakhs)

	Particulars	Note no.	Year ended 31 March, 2020	Year ended 31 March, 2019
	Income			
I	**Revenue from operations**	**27**	**13,911.42**	**12,411.29**
II	Other income	28	1,383.50	666.49
III	**Total income (I +II)**		**15,294.92**	**13,077.78**
	Expenses			
	Cost of materials consumed	29A	9,496.24	8,172.09
	Purchase of stock-in-trade	29B	336.85	310.05
	Changes in inventories of finished goods, work in progress and stock-in-trade	30	130.07	207.73
	Employee benefit expenses	31	1,343.57	1,352.02
	Finance costs	32	195.25	103.37
	Depreciation and amortisation expenses	33	876.07	708.78
	Other expenses	34	2,437.48	2,428.24
IV	**Total expenses**		**14,815.53**	**13,282.28**
V	**Profit/ (loss) before exceptional items and tax (III-IV)**		**479.39**	**(204.50)**
VI	**Exceptional items**	35	(1,063.69)	-
VII	**Profit/ (loss) before tax (V+VI)**		**(584.30)**	**(204.50)**
VIII	**Tax expense**			
	a) Current tax	36	180.87	129.21
	b) Tax for earlies years		(26.39)	-
	b) Deferred tax	36	(253.28)	(166.98)
IX	**Profit/ (loss) for the year from continuing operations (VII-VIII)**		**(485.50)**	**(166.73)**
	Other comprehensive income			
	-Items that will not be reclassified to profit or loss			
	Re-measurement gains/ (losses) on defined benefit plans		4.50	9.67
	Income tax expense relating to Items that will not be reclassified to profit or loss		(1.13)	(2.65)
X	**Total Other comprehensive income for the year, net of tax**		**3.37**	**7.02**
XI	**Total comprehensive income for the year (IX+X)**		**(482.13)**	**(159.71)**
XII	**Net profit attributable to:**			
	Owners of the Company		(197.91)	(68.06)
	Non-controlling interest		(287.59)	(98.66)
	Other Comprehensive Income attributable to:			
	Owners of the Company		1.01	6.72
	Non-controlling interest		2.36	0.31
	Total Comprehensive Income attributable to:			
	Owners of the Company		(196.90)	(61.35)
	Non-controlling interest		(285.23)	(98.35)
XIII	**Earnings per equity share**			
	a) Basic	46	(0.32)	(0.11)
	b) Diluted	46	(0.32)	(0.11)
	Basis of Preparation	1		
	Significant accounting policies	2		

The accompanying notes are an integral part of these financial statements

As per our report of even dated attached
For S. N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.:000050N/N500045

S.K. Khattar
Partner
Membership No.: 084993

Place : New Delhi
Date : 23 June, 2020

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

Nikhil Nanda
Managing Director
DIN : 00051501

Vanamali Polavaram
Chairman
DIN : 01292305

Kirti Maheshwari
Company Secretary & Compliance Officer
Membership No. A40253

Ashish Goel
Chief Financial Officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH, 2020

A. Equity Share Capital **(₹ in lakhs)**

Balance as at 01 April, 2019	Changes in equity share capital during the year	Balance as at 31 March, 2020
6,090.05		6,090.05

Balance as at 01 April, 2018	Changes in equity share capital during the year	Balance as at 31 March, 2019
6,090.05		6,090.05

B. Other Equity

	Reserve and Surplus				Other Comprehensive income	Money Received against Share warrants	Non-controlling interest	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Remeasurement of net defined benefit plans			
Balance as at 01 April, 2019	241.95	9,584.41	6.68	1,726.14	12.04	23.25	379.31	11,973.79
Changes in accounting policy/prior period errors	-	-	-	-	-		-	-
Profit for the year	-	-	-	(197.91)	-	-	(287.59)	(485.50)
Other Comprehensive income	-	-	-		1.01	-	2.36	3.37
Total Comprehensive income for the year	-	-	-	(197.91)	1.01	-	(285.24)	(482.14)
Transaction with owners in capacity as owners								
Money received against share warrant	-		-	-	-	1,038.85	-	1,038.85
Adjustment pertaining to a loan given to shareholder	-	-	-	(25.11)	-	-	-	(25.11)
Warrant converted into shares	-	-	-	-	-	(1,062.10)	-	(1,062.10)
Acquisition of Retail	-	-	-	-	-	-		-
Issue of equity share	-			-	-		331.75	331.75
Other Consolidation adjustment	-	-	-	7.97	-	-	-	7.97
Adjustments of Lease Equilisation Reserve				6.31				6.31
Security Premium	-	346.31	-	-	-	-	234.03	580.34
Balance as at 31 March, 2020	**241.95**	**9,930.72**	**6.68**	**1,517.40**	**13.05**	**0.00**	**659.85**	**12,369.65**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTD...)

FOR THE YEAR ENDED 31 MARCH, 2020

	Reserve and Surplus				Other Comprehensive income	Money Received against Share warrants	Non-controlling interest	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Remeasurement of net defined benefit plans			
Balance as at 01 April, 2018	241.95	9,223.05	6.68	1,859.47	5.32	0.00	(10.06)	11,326.40
Changes in accounting policy/prior period errors	-	-	-	-	-		-	-
Profit for the year	-	-	-	(68.06)	-	-	(98.66)	(166.72)
Other Comprehensive income	-	-	-		6.72	-	0.31	7.03
Total Comprehensive income for the year	-	-	-	(68.06)	6.72	-	(98.35)	(159.69)
Transaction with owners in capacity as owners								
Money received against share warrant	-	-	-	-	-	223.25	-	223.25
Adjustment pertaining to a loan given to shareholder	-	-	-	(29.78)	-	-	-	(29.78)
Warrant converted into shares	-	-	-	-	-	(200.00)	-	(200.00)
Acquisition of Retail	-	-	-	-	-	-	1.08	1.08
Issue of equity share	-	-		-	-		316.00	316.00
Other Consolidation adjustment	-	-	-	(35.49)	-	-	-	(35.49)
Security Premium	-	361.36	-	-	-	-	170.64	532.00
Balance as at 31 March, 2019	**241.95**	**9,584.41**	**6.68**	**1,726.14**	**12.04**	**23.25**	**379.31**	**11,973.79**

Refer note no. 19 for nature and purpose of reserves.

Basis of Preparation 1
Significant accounting policies 2

The accompanying notes are an integral part of these financial statements

As per our report of even dated attached
For S. N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.:000050N/N500045

S.K. Khattar
Partner
Membership No.: 084993

Place : New Delhi
Date : 23 June, 2020

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

Nikhil Nanda
Managing Director
DIN : 00051501

Vanamali Polavaram
Chairman
DIN : 01292305

Kirti Maheshwari
Company Secretary & Compliance Officer
Membership No. A40253

Ashish Goel
Chief Financial Officer

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH, 2020

	Particulars	Year ended 31 March, 2020	(₹ in lakhs) Year ended 31 March, 2019
A.	**Cash Flow from Operating Activities**		
	Profit before exceptional items and tax	479.39	(204.50)
	Adjustments for:		
	Provision/ write-back for inventory (net)	(54.73)	138.22
	Depreciation and Amortization	876.06	708.78
	Loss on disposal of Property Plant and Equipment (Net)	1.89	69.44
	Interest income	(53.22)	(139.08)
	Government grant amortization	(3.00)	(3.00)
	Provision no longer required written back	-	(57.14)
	Re- measurment Gains	2.58	-
	Security Deposit Interest income	-	(2.04)
	Intangible assets under development written off	(9.79)	-
	Advance/balances written off	-	(185.53)
	Ammortisation expense of security deposit	9.14	-
	Gain on termination of lease	(5.95)	-
	Interest income - Ind AS Adjustment	(12.98)	-
	Interest and Financial Charges	195.24	103.37
	TDS Written off (Other expenses)	(2.95)	-
	Net gain on financial asset mandatorily measured at FVTPL	(17.68)	(62.29)
	Exchange(gain)/loss (net)	(616.11)	(24.20)
	Fair value adjustments	(42.08)	5.30
	Others	1.57	-
	Other Consolidation adjustment	7.73	(36.30)
	Operating profit before working capital changes	**755.13**	**311.04**
	Adjustments for :		
	(Increase)/Decrease in Inventories	399.41	(79.75)
	(Increase)/Decrease in Trade receivables	(3,351.51)	(1,070.82)
	(Increase)/Decrease in Current Loans	388.31	(477.72)
	(Increase)/Decrease in Other current assets	486.25	(876.05)
	(Increase)/Decrease in Asset Held for Sale	(7.03)	
	Investment in bank deposits (having original maturity of more than 3 months)	1.29	11.35
	(Increase)/Decrease in Other current financial assets	178.41	860.43
	(Increase)/Decrease in Non current loans	(95.75)	(25.16)
	(Increase)/Decrease in Other non-current assets	(27.11)	259.41
	Increase/ (Decrease) in Other current financial liabilities	(11.54)	148.48
	Increase/ (decrease) in Government Grant - Other non-current Liability		4.71
	Increase/ (Decrease) in Trade payables	1,024.82	(51.01)
	Increase/ (decrease) in Lease Liabilities (Current)	10.45	
	Increase/ (Decrease) in Short term provisions	1.28	12.68
	Increase/ (decrease) in Lease Liabilities	4.04	
	Increase/ (Decrease) in Long term provisions	26.46	18.36
	Increase/ (decrease) in Non Current financial liabilities	723.91	
	Increase/ (Decrease) in Current liabilities	1,575.37	(45.87)
	Cash generated/(used) from operations	**2,082.19**	**(999.92)**
	Taxes Paid	16.50	(78.96)
	Cash flow from exceptional items		
	Loss on asset held for sale	(1,063.69)	-
	Net cash generated/(used) from operating activities	**1,035.00**	**(1,078.88)**

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTD...)

FOR THE YEAR ENDED 31 MARCH, 2020

	Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
	Cash Flow from Investing Activities		
B.	Purchase of Property Plant and Equipment	(1,026.63)	(1,515.00)
	Right of use assets	(371.41)	-
	Proceeds from sale of Property Plant and Equipment	2.83	(43.38)
	Proceeds from Mutual funds	330.61	1,401.06
	Investment in Mutual funds	-	-
	Investment in Debentures	(8.65)	-
	Proceeds from MLD	72.11	(494.46)
	Investments in subsidiary companies	(150.00)	-
	Interest income received	83.25	135.76
	Proceeds from repayment of loan to Select Cars	-	400.00
	Loan given to Shareholder	4.63	(596.69)
	Proceeds from repayment of Loan given to shareholder	-	107.00
	Change in Other bank balance and cash not available for immediate use	(33.32)	(8.57)
	Payment for business combination	-	(72.75)
	Net Cash generated/(used) in investing activities	**(1,096.58)**	**(687.01)**
	Cash Flow from Financing Activities		
C.	Proceeds from/ (repayment of) long term borrowings	(135.03)	(29.30)
	Proceeds from/ (repayment of) short term borrowings	(500.00)	499.02
	Repayment of lease liabilities	(166.22)	-
	Proceed from Issue of equity share	1,038.85	-
	Transactions with NCI	-	849.08
	Share Issue Expenses	-	-
	Proceed/(utilization) from/of Share Warrant	-	23.25
	Interest and financial charges	(188.59)	(88.67)
	Net cash generated from financing activities	**49.01**	**1,253.39**
	Net Increase/(decrease) in cash and cash equivalents	**(12.56)**	**(512.50)**
	Opening balance of cash and cash equivalents	80.54	593.04
	Closing balance of cash and cash equivalents	**67.98**	**80.54**
	Components of cash and cash equivalents as at end of the year		
	Cash on hand	14.30	3.62
	Balances with banks		
	- on current account	51.63	74.96
	- in term deposits with original maturity of 3 months or less	2.05	1.96
	Cash and bank balance (Refer note 13)	**67.98**	**80.54**

Note:- The above statement of cash flows has been prepared under the indirect method as set out in IND AS 7, Statement Of Cash Flows.

Basis of Preparation 1
Significant accounting policies 2

The accompanying notes are an integral part of these financial statements

As per our report of even dated attached
For S. N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.:000050N/N500045

S.K. Khattar
Partner
Membership No.: 084993

Place : New Delhi
Date : 23 June, 2020

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

Nikhil Nanda
Managing Director
DIN : 00051501

Vanamali Polavaram
Chairman
DIN : 01292305

Kirti Maheshwari
Company Secretary & Compliance Officer
Membership No. A40253

Ashish Goel
Chief Financial Officer

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Background

JHS Svendgaard Laboratories Limited ("the Group" or "Holding Group") is a Public Group domiciled in India and incorporated under the provisions of the Companies Act. The Group is engaged in manufacturing a range of oral and dental products for elite national and international brands. The main portfolio of the Group is to carry out manufacturing and exporting of oral care and hygiene products including toothbrushes, toothpastes, mouthwash, sanitizers and job work of detergent powder. The Group's shares are listed for trading on the National Stock Exchange and the Bombay Stock Exchange in India.

The Holding Group has three Subsidiary Comapnies namely, JHS Svendgaard Brands Limited , JHS Svendgaard Warehouse and Mechanical Limited and JHS Svendgaard Retail Ventures Private Limited. JHS Svendgaard Brands Limited operates a chain of dental clinics . It is also involved in Non- specialised retail trade in stores. Currently there are no major operations in JHS Svendgaard Warehouse and Mechancial Limited. JHS Svendgaard Retail Ventures Private Limited operates in retail industry through its own modern stores at different airports.

The consolidated Financial Statements comprise Financial Statements of JHS Svendgaard Laboratories Limited and its Subsidiaries (collectively referred to as "Group") for the year ended March 31, 2020

1 Basis of Preparation

a) Compliance with Indian Accounting Standard

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules,2015 and Companies (Indian Accounting Standards) Rules,2016 and other relevant provisions of the Act.

For all the period upto and including the financial statements for the year ended 31 March 2017 were prepared in accordance with the accounting standards notified under the section 133 Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP').

These financial statements for the year ended 31 March, 2018 are the first financial statements that are prepared in accordance with Ind AS.

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Division II IND AS Schedule III, unless otherwise stated.

b) (i) Principles of Consolidation

The consolidated financial statements comprises the financial statement of the Group, and the entities controlled by the Group including its subsidiaries as at 31 March 2020. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

(i) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
(ii) Exposure, or rights, to variable returns from its involvement with the investee, and
(iii) The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(i) The contractual arrangement with the other vote holders of the investee
(ii) Rights arising from other contractual arrangements
(iii) The Group's voting rights and potential voting rights
(iv) The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies. The financial statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the Group.

(ii) Consolidation procedure

(i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.

(ii) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(iii) Eliminate in full, intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. Non-controlling interest in the results and the equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet.

The Group treats transactions with noncontrolling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of noncontrolling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

c) Basis of Measurement

The Financial Statements have been prepared under the historical cost convention on accrual basis, unless otherwise stated.

d) Others

Financial Statements has been prepared on a going concern basis in accordance with the applicable accounting standards prescribed in the Companies (Indian Accounting Standards) Rules, 2015 issued by the Central Government.

e) Current versus Non-Current Classification

The Group presents assets and liabilities in the Financial Statement based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

f) Foreign Currency Translation

i) Functional and Presentation Currency

Items included in the Financial Statements are measured using the currency of the primary economic environment in which the entity operates i.e. 'the functional currency'. The Financial Statements are presented in Indian rupee (` INR), which is Group's functional and presentation currency.

ii) Transactions and Balances

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currency at the reporting date exchange rates are recognized in the Statement of Profit and Loss. Foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other income/expenses.

2 Summary of significant accounting policies

a) Business Combinations

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Company. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Transaction costs that the Company incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase.

b) Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Sale of goods

For sale of goods, revenue is recognised when control of the goods has transferred at a point in time i.e. when the goods have been dispatched to the location of customer. Following dispatch, the customer has full discretion over the responsibility, manner of distribution, price to sell the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Company when the goods are dispatched to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. Payment is due within 10-15 days. The Company considers the effects of variable consideration, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company recognizes changes in the estimated amount of variable consideration in the period in which the change occurs. Some contracts for the sale of goods provide customers with volume rebates and pricing incentives, which give rise to variable consideration.

Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most likely amount method for contracts with a single-volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (j) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities (which the Company refer to as advance from customer)
A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

Cost to obtain a contract
The Company pays sales commission to its selling agents for each contract that they obtain for the Company. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions (included in 'commission on sales' under other expenses) because the amortization period of the asset that the Company otherwise would have used is one year or less.

Costs to fulfil a contract i.e. freight, insurance and other selling expenses are recognized as an expense in the period in which related revenue is recognised.

Financing components
The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Rendering of services
Service income includes job work and its revenue is recognised when the performance obligation to render the services are completed as per contractually agreed terms.

Other Revenue Streams

Interest income
Interest income from debt instrument is recognised using the effective interest rate (EIR) method. EIR is the rate which exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset. When calculating the EIR the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayments, extensions, call and similar options) but does not consider the expected credit losses.

Dividend income
Dividends are recognised in the Statement of Profit and Loss only when the Company's right to receive the payment is established.

Export incentives
Export incentives principally comprise of duty drawback. The benefit under these incentive schemes are available based on the guideline formulated for respective schemes by the government authorities. Duty drawback is recognized as revenue on accrual basis to the extent it is probable that realization is certain.

c) Government Grants
Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants which are revenue in nature and are towards compensation for the qualifying costs, incurred by the Group, are recognised as income in the Statement of Profit and Loss in the period in which such costs are incurred.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

d) Income Tax

Income tax expense for the year comprises of current tax and deferred tax. Income tax is recognized in the Statement of Profit and Loss except to the extent that it relates to an item which is recognised in other comprehensive income or directly in equity, in which case the tax is recognized in 'Other comprehensive income' or directly in equity, respectively.

The Income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current Tax

Current tax is based on tax rates applicable for respective years on the basis of tax law enacted and substantively enacted at the end of the reporting period. The Group establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Current is payable on taxable profit, which differs from profit and loss in financial statements. Current tax is charged to Statement of Profit and Loss. Provision for current tax is made after taking in to consideration benefits admissible under Income Tax Act, 1961.

Deferred Tax

Deferred income taxes are calculated without discounting the temporary differences between carrying amounts of assets and liabilities and there tax base using the tax laws that have been enacted or substantively enacted by the reporting date. However deferred tax is not provided on the initial recognition of assets and liabilities unless the related transaction is business combination or affects tax or accounting profit. Tax losses available to the carried forward and other income tax credit available to the entity are assesse for recognition as deferred tax assets.

Deferred tax liabilities are always provided for in full. Deferred tax assets are recognized to the extent that it is probable that they will be able to utilize against future taxable income.

Deferred tax asset are recognised to the extent that is probable that the underlying tax loss or deductible temporary differences will be utilized against future taxable income. This is assessed based on Group's forecast of future operating income at each reporting date.

Deferred tax assets and liabilities are offset where the entity has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Minimum Alternative Tax (MAT)

Minimum alternate tax credit entitlement paid in accordance with tax laws, which gives rise to future economic benefit in form of adjustment to future tax liability, is considered as an asset to the extent management estimate its recovery in future years.

e) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Operating Lease

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates . Lease liabilitiesare remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

f) Impairment of Non-Financial Assets

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. Indefinite-life intangibles are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as a cash generating unit. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognizing the impairment loss as an expense in the Statement of Profit and Loss. The impairment loss is allocated first to reduce the carrying amount of any goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Recoverable amount is higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortization, if no impairment loss had been recognized. An impairment loss recognized for goodwill is not reversed in subsequent periods.

g) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to know amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

h) Inventories

(i) Raw materials, packaging materials and stores and spare parts are valued at the lower of weighted average cost and net realizable value. Cost includes purchase price, taxes (excluding levies or taxes subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. However, these items are considered to be realizable at cost if finished products in which they will be used are expected to be sold at or above cost.

(ii) Work in progress, manufactured finished goods and traded goods are valued at the lower of weighted average cost and net realizable value. Cost of work in progress and manufactured finished goods is determined on the weighted average basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition.

(iii) Provision for obsolescence on inventories is made on the basis of management's estimate based on demand and market of the inventories.
(iv) Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.
(v) The comparison of cost and net realizable value is made on an item by item basis.

i) Investments and Other Financial Assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Statement of Profit and Loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Initial Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(iii) Subsequent Measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortized cost**: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognised in Statement of Profit and Loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method. At present no financial assets fulfill this condition.

- **Fair value through profit or loss(FVTPL)**: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in the Statement of Profit and Loss and presented net in the Statement of Profit and Loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

All equity investments in scope of Ind AS 109, are measured at fair value. At Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss, even on sale of investment. Dividends from such investments are recognized in the Statement of Profit and Loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in other gain/ (losses) in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Investments in subsidiaries

Investments are carried at cost less accumulated impairment losses, if any Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

(iv) Impairment of Financial Assets

For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) for the period is recognised as expense/income in the Statement of Profit and Loss.

(v) De recognition of Financial Assets

A financial asset is derecognized only when:

- The Group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

j) Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

Financial liabilities at amortized cost

After initial measurement, such financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the profit or loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within the operating cycle of the business. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortized cost using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other gains/(losses).

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in the Statement of Profit and Loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

k) Offsetting financial instruments
Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

l) Property plant and equipment
Freehold land is carried at historical cost. Other property, plant and equipment are stated at historical cost of acquisition net of recoverable taxes(wherever applicable), less accumulated depreciation and amortization, if any. Cost comprises the purchase price, any cost attributable to bringing the assets to its working condition for its intended use and initial estimate of costs of dismantling and removing the item and restoring the site if any.

Where cost of a part of the asset is significant to the total cost of the assets and useful lives of the part is different from the remaining asset, then useful live of the part is determined separately and accounted as separate component.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

An asset's carrying amount is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit or Loss when the asset is derecognized.

The Group has elected to continue with the carrying value for all of its PPE recognized in the financial statements as on 1 April,2016 to Ind AS, measured as per the Previous GAAP and use that as its deemed cost as at the date of transition.

m) Intangible Assets
Cost of Internally generated asset comprises of all expenditure that can be directly attributed, or allocated on a reasonable and consistent basis, to create, produce and make assets ready for its intended use.

Losses arising from retirement of , and gains or losses on disposals of intangible assets are determined as the difference between net disposal proceeds with carrying amount of assets and recognised as income or expenses in the Statement of Profit and Loss.

The Group has elected to continue with the carrying value for all of its intangible assets recognized in the financial statements as on 1 April,2016 to Ind AS , measured as per the Previous GAAP and use that as its deemed cost as at the date of transition

n) Capital Work in progress/ Intangible under development

Capital Work in progress/ Intangible under development represents expenditure incurred in respect of capital projects/ intangible assets under development and are carried at cost. Cost includes related acquisition expenses, development cost, borrowing cost (wherever applicable) and other direct expenditures.

o) Depreciation and Amortization

Depreciation on property plant and equipment has been provided on straight line method in accordance with the provisions of Part C of Schedule II of the Companies Act 2013. The Management believes that the estimated useful lives as per the provisions of Schedule II to the Companies Act, 2013, except for moulds and dies, are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Based on internal assessment and technical evaluation, the management has assessed useful lives of moulds and dies as five years, which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Intangible assets comprising of computer software are amortized over a period of five years.

Depreciation and amortization on addition to property plant and equipment is provided on pro rata basis from the date of assets are ready to use. Depreciation and amortization on sale/deduction from property plant and equipment is provided for upto the date of sale, deduction, discardment as the case may be.

The residual values, useful lives and methods of depreciation of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

All assets costing Rs. 5,000 or below are depreciated/ amortized by a one-time depreciation/amortization charge in the year of purchase.

p) Borrowing Costs

Borrowing cost includes interest calculated using the effective interest rate method and amortization of ancillary cost incurred in connection with the arrangement of borrowings. General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

All Other borrowing costs are expensed in the period in which they are incurred.

q) Provisions and Contingent Liabilities

A Provision is recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources emboyding economic benefit will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current ,market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/ independent experts. These are reviewed at each Balance Sheet date and are adjusted to reflect the current management estimate.

r) Employee Benefits :

(i) Short-term obligations

Short term benefits comprises of employee cost such as salaries and bonuses including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

The liabilities are presented as current employee benefit obligations in the Balance Sheet.

(ii) Post employment obligations

Defined Benefit Plans

Gratuity obligations

The Group provides for the retirement benefit in the form of Gratuity. The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss. Remeasurement of gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution Plans

Provident Fund

All the employees of the Group are entitled to receive benefits under Provident Fund, which is defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of The Employees Provident Fund and miscellaneous Provisions Act, 1952. These contributions are made to the fund administered and managed by the Government of India.

Employee state Insurance

Employees whose wages/salary is within the prescribed limit in accordance with the Employee State Insurance Act, 1948, are covered under this scheme. These contributions are made to the fund administered and managed by the Government of India. The Group's contributions to these schemes are expensed off in the Statement of Profit and Loss. The Group has no further obligations under the plan beyond its monthly contributions.

iii) Other Long-term Employee Benefit Obligations

Leave encashment

The liabilities for accumulated absents are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Share-Based Payments

The Group recognises the goods or services received or acquired in a share-based payment transaction when it obtains the goods or as the services are received with a corresponding increase in equity if the goods or services were received in an equity-settled share-based payment transaction, or a liability if the goods or services were acquired in a cash-settled share-based payment transaction.

When the goods or services received or acquired do not qualify for recognition as assets, they are recognised as expenses.

For equity-settled share-based payment transactions, the group measures the goods or services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless that fair value cannot be estimated reliably. If the group cannot estimate reliably the fair value of the goods or services received, the group measures their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted.

If the equity instruments granted vest immediately, on grant date the group recognises the services received in full, with a corresponding increase in equity.

s) Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

t) Earnings Per Share

Basic earnings per equity share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity Shares outstanding during the financial year. The weighted average number of equity shares outstanding during the period, are adjusted for events of bonus issued to existing shareholders.

For the purpose calculating diluted earnings per share, the net profit or loss attributable to equity shareholders and the weighted average number of shares outstanding are adjusted for the effects of all dilutive potential equity shares, if any.

u) Segment Reporting

In line with the provisions of Ind AS 108 Operating Segments, and on the basis of the review of operations by the Chief Operating Decision Maker(CODM), the operations of the Group fall under Manufacturing of Oral Care products, other than manufacturing business and retail operations.

v) Measurement of fair values

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values used in preparing these financial statements is included in the respective notes.

w) Assets held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset (or disposal group) and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets or disposal groups comprising of assets and liabilities classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

x) Exceptional Items

An item of income or expense which its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Group is treated as an exceptional item and the same is disclosed in the notes to accounts.

Critical estimates and judgments

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the Group's accounting policies

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates and judgments are:

i. **Useful life of property, plant and Equipment**
The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The Group reviews, at the end of each reporting date, the useful life of property, plant and equipment and changes, if any, are adjusted prospectively, if appropriate.

ii. **Recoverable amount of property, plant and equipment**
The recoverable amount of plant and equipment is based on estimates and assumptions regarding in particular the expected market outlook and future cash flows. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.

iii. **Estimation of defined benefit obligation**
Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Group considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

iv. **Estimation of Deferred tax assets for carry forward losses and current tax Expenses**
The Group review carrying amount of deferred tax assets and Liabilities at the end of each reporting period. The policy for the same has been explained under Note No 2(d).

v. **Impairment of Trade Receivables**
The Group review carrying amount of Trade receivable at the end of each reporting period and provide for Expected Credit Loss based on estimate.

vi. **Fair Value Measurement**
Management uses valuation techniques in measuring the fair value of financial instrument where active market codes are not available. Details of assumption used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques management makes maximum use of market inputs and uses estimates and assumptions that are, as fast as possible, consistent with observable data that market participant would use in pricing the instrument where application data is not observable, management uses its best estimate about the assumption that market participant would make. These estimates may vary from actual prices that would be achieved in an arm’s length transaction at the reporting date.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

y) **Applicable standards issued but not yet effective**
Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

3.1 Property, Plant and Equipment

Particulars	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01 April, 2019	Additions	Disposals/ adjustments	As at 31 March, 2020	As at 01 April, 2019	Depreciation & amortization for the year	Disposals/ adjustments	As at 31 March, 2020	As at 31 March, 2020	As at March 31, 2019
A) Property, Plant and Equipment										
Freehold Land	563.29	-	-	563.29	-	-	-	-	563.29	563.29
Factory Building	1,790.59	110.49	-	1,901.07	203.72	73.88	-	277.60	1,623.47	1,586.87
Office Building	143.01	-	-	143.01	18.12	6.06	-	24.18	118.83	124.89
Plant & Machinery	5,345.94	302.03	1,774.18	3,873.79	1,340.62	490.05	700.04	1,130.63	2,743.15	4,005.32
Mould & Dies	285.52	82.78	6.49	361.81	117.88	51.87	4.71	165.04	196.77	167.64
Electronic Equipment	188.06	1.20	-	189.26	129.98	29.40	-	159.39	29.87	58.08
Lab Equipment	5.63	-	-	5.63	3.06	0.90	-	3.96	1.67	2.57
Leasehold Improvements	160.55	-	3.22	157.33	10.38	18.99	-	29.37	127.96	150.17
Furniture & fixture	146.34	73.52	-	219.86	59.76	28.04	1.19	86.61	133.25	86.59
Office Equipment	39.66	1.07	-	40.73	9.75	6.28	-	16.03	24.69	29.91
Vehicle	262.37	4.03	17.16	249.24	80.10	30.54	16.30	94.34	154.89	182.27
Computer	9.23	0.12	-	9.36	4.59	1.80	-	6.39	2.97	4.65
Computer network	0.27	-	-	0.27	0.23	-	-	0.23	0.04	0.04
Total	**8,940.46**	**575.24**	**1,801.05**	**7,714.65**	**1,978.18**	**737.83**	**722.23**	**1,993.78**	**5,720.87**	**6,962.29**
Previous Year	**8,423.27**	**635.54**	**118.35**	**8,940.46**	**1,289.57**	**705.28**	**16.66**	**1,978.18**	**6,962.29**	**7,133.70**
B) Capital work-in-progress *										
Building	327.71	0.52	120.28	207.95	-	-	-	-	207.95	327.71
Plant & Machinery	147.00	350.43	12.92	484.51	-	-	-	-	484.51	147.00
Mould & Dies	0.10	6.35	-	6.45	-	-	-	-	6.45	0.10
Furniture & fixture	-	1.59	-	1.59	-	-	-	-	1.59	-
Intangible Assets	4.80	-	0.29	4.51	-	-	-	-	4.51	4.80
Total	**479.61**	**358.89**	**133.49**	**705.02**	**-**	**-**	**-**	**-**	**705.02**	**479.61**
Previous year	**51.29**	**701.70**	**273.38**	**479.61**	**-**	**-**	**-**	**-**	**479.61**	**51.29**

*** Capital Work in progress represents expenditure incurred in respect of capital projects at cost.**

3.2 Intangible assets

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01 April, 2019	Additions	Disposals/ adjustments	As at 31 March, 2020	As at 01 April, 2019	Depreciation & amortization for the year	Disposals/ adjustments	As at 31 March, 2020	As at 31 March, 2020	As at 31 March, 2019
Goodwill	110.69	-	-	110.69	-	-	-	-	110.69	**110.69**
Total	**110.69**	**-**	**-**	**110.69**	**-**	**-**	**-**	**-**	**110.69**	**110.69**
Other Intangible assets										
Computer software	9.77	-	-	9.77	7.60	1.31	-	8.91	0.86	**2.17**
Trademark	6.48	0.29	-	6.77	1.08	1.30	-	2.38	4.38	**5.39**
Non Compete Fees	1.25	-	-	1.25	0.42	0.42	-	0.83	0.42	**0.83**
Total Other Intangible assets	**17.50**	**0.29**	**-**	**17.79**	**9.10**	**3.03**	**-**	**12.13**	**5.66**	**8.40**
Total	**128.18**	**0.29**	**-**	**128.47**	**9.10**	**3.03**	**-**	**12.13**	**116.34**	**119.08**
Previous year	**12.96**	**115.22**	**-**	**128.18**	**5.59**	**3.51**	**-**	**9.10**	**119.08**	**7.37**

3.3 Right-of-use assets

(₹ in lakhs)

Particulars	Amount
	Office building
Balance as at April 1, 2019	**500.41**
Additions	416.75
Deletions	55.76
Depreciation	135.21
Balance as at March 31, 2020	**726.18**

4 Financial Asset - Non Current Investments

(₹ in lakhs)

Investments carried at fair value through profit or loss	As at 31 March, 2020	As at 31 March, 2019
Investments in debentures		
Quoted		
48 (31 March, 2019: 48) Redeemable secured debentures, of Kotak Mahindra Prime Limited	-	512.06
	-	**512.06**
Aggregate amount of quoted investments	-	512.06
Aggregate market value of quoted investments	-	512.06

5 Financial Asset - Non - current loans

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Unsecured, considered good		
Security deposit to related parties (Refer Note No. 42)	14.77	12.84
Security deposit to others	106.31	47.09
	121.08	59.93
Unsecured, considered good	-	-
Advances to others	-	-
	121.08	**59.93**

6 Other non- current financial assets

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Deposits with Banks having maturity period of more than twelve months*	62.13	29.89
Interest accrued on non current fixed deposits	5.71	4.62
Others	-	5.56
	67.84	**40.07**

*Pledged with various government authorities amounting to Rs. 13.18 lakhs (31 March , 2019: Rs. 13.18 lakhs). Pledged with Banks against BG's amounting to Rs.7.13 lakhs (31 March, 2019:Rs 11.07 lakhs).

7 Deferred tax assets (net)

(₹ in lakhs)

(a)	The balance comprises temporary differences attributable to:	As at 31 March, 2020	As at 31 March, 2019
	Deferred tax liability on account of:		
	Property, plant and equipment	(293.27)	(644.40)
	Financial assets at FVTPL	(10.46)	(9.17)
	Deferred tax asset on account of:		
	Provision for bonus	23.00	18.50
	Provision for doubtful debts	65.99	65.99
	Provision for obsolete stock	15.23	38.45
	Provision for gratuity	27.58	21.44
	Provision for doubtful advance	583.03	567.65
	Provision for leave encashment	10.43	8.13
	Right-of-use assets	(94.94)	-
	Lease Liabilities	71.53	-
	Other temporary differences	2.66	3.93
	Tax losses carried forward	388.11	458.80
	Tax of earlier years	26.39	-
	MAT Credit entitlement	313.53	301.04
	Profit margin on inter group stock	2.26	0.99
	Net deferred tax (liability)/asset	**1,131.06**	**831.35**

(b)	Movement in deferred tax balances:					
						(₹ in lakhs)
		Provision for employement benefit	Property, Plant and Equipment	Tax losses carried forward	Others	Total
	At 31 March, 2018	29.71	676.53	(449.68)	(910.60)	(654.04)
	Charged/(Credited):					
	- to profit or loss	19.01	(1,320.93)	908.47	1,879.47	1486.04
	- to other comprehensive income	(0.65)	-	-		(0.65)
	At 31 March, 2019	**48.07**	**(644.40)**	**458.80**	**968.87**	**831.35**
	Charged/(Credited):					
	-directly in equity	-	-	-	9.68	9.68
	- to profit or loss	15.58	351.13	(70.69)	(16.35)	279.67
	- to other comprehensive income	(2.65)	-	-	-	(2.65)
	Tax expense/MAT	-	-	-	13.02	13.02
	At 31 March, 2020	**61.00**	**(293.27)**	**388.11**	**975.22**	**1131.06**

(₹ in lakhs)

(c)	Amounts recognised directly in other equity	As at 31 March, 2020	As at 31 March, 2019
	Aggregate deferred tax arising in the reporting period and not recognised in net profit or loss or other comprehensive income but directly debited/ (credited) to other equity	-	-
	Deferred tax: Adjustment pertaining to loan given to shareholder	9.68	12.23
		9.68	**12.23**

8 Non current tax assets (net)

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Advance income tax and Tax deducted at source	155.10	424.30
Less: Provision for taxation	80.02	332.71
	75.08	**91.59**

9 Other non current assets

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Capital advance		
Unsecured (considered good)	1,784.18	2,624.37
Unsecured (considered doubtful)	730.35	731.35
Less: Provision for doubtful capital advances	(730.35)	(731.35)
Advances other than Capital Advances:		
Security deposit	578.29	212.98
Prepaid expenses	4.48	6.10
Deferred rent expense	38.89	15.70
	2,405.84	**2,859.16**

10 Inventories

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Raw Materials	26.86	350.01
Packing material	25.11	273.14
Work-in-progress	144.16	230.05
Finished goods	365.04	147.33
Stores and spares	54.23	39.27
Less: Provision for obselence & dimunition in value*	54.72	138.22
	560.68	**901.57**
***Provision for obselence & dimunition in value**		
Opening balance	138.22	49.43
Addition during the year	-	105.76
Reversed during the year	83.50	16.97
Closing balance	**54.72**	**138.22**

11 Current Investments

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Investments carried at fair value through Profit & Loss		
Investments in Mutual funds (Quoted)		
- LGR- Union Liquid Fund Growth	-	113.58
Nil units (As at 31 March 2019, 6314.26 units)		
- Kotak Liquid Fund	50.26	235.86
1256.27 units (As at 31 March 2019: 6254.35 Units)		
NAV of Rs 4000.73/- per unit		
- ICICI Prudential	48.22	113.12
16488.93 units (As at 31 March 2019: 31545.88 Units)		
NAV of Rs 292.47/- per unit		
- HDFC Liquid Fund	31.26	-
804.857 units (As at 31st March 2019: Nil Units)		
NAV of Rs 3883.92/- per unit		
Investments in Debentures		
41 units (31 March, 2019: 48) Redeemable secured debentures, of Kotak Mahindra Prime Limited NAV of Rs 1153300/- per unit	472.85	-
Aggregate amount of quoted investments and Market value thereof	**602.59**	**462.56**

12 Trade receivables

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	9,614.60	5,381.30
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	237.21	237.21
Less: Allowance for Expected credit loss	(237.21)	(237.21)
	9,614.60	**5,381.30**
The movement in allowance for expected credit loss is as follows:		
Balance at the beginning of the year	237.21	237.21
Change in allowance for credit impairement during the year	-	-
Trade receivable written off during the year	-	-
Balance as at the end of the year	**237.21**	**237.21**

13 Cash and cash equivalents

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Cash on hand	14.30	3.62
Balance with bank		
- current account	51.63	74.96
- term deposits with original maturity of less than 3 months	2.05	1.96
	67.98	**80.54**

14 Bank balance other than cash and cash equivalents

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Investment with term deposits with original maturity of more than 3 months but less than 12 months*	25.05	26.58
	25.05	**26.58**

* includes pledged & margin money deposits with various government authorities amounting to Rs. 0.41 lakh (31 March,2019: Rs. 0.41 lakh)

15 Current Loans

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Unsecured, considered good		
Loans to corporates	30.76	110.69
Loan to shareholder	244.52	540.74
Loan to others	107.79	114.81
Loan to employees	21.88	59.12
	404.95	**825.35**

16 Other current financial assets

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Other receivables*	145.37	328.98
	145.37	**328.98**

* As per the terms of Business Transfer Agreement (BTA) dated March 21, 2016 with Avalon Cosmetics Private Limited to sell/ transfer one of its undertakings known as "Waves Hygiene Products" on a 'slump sale' basis for a lump sum consideration without values being assigned to individual assets and liabilities. The agreed total consideration for sale of undertaking under slump sale was ₹ 1625 lakhs. Out of which ₹ 1625 lakhs (March 31, 2019: ₹ 1570 lakhs) has been received and NIL balance is receivable.

17 Other current assets

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Advances other than capital advances		
Security deposits	-	392.82
Deferred expenses	17.45	7.08
Prepaid expenses	65.92	54.88
Balances with statutory/government authorities	769.45	665.73
Imprest to employees	0.72	0.49
Advance to suppliers	1,803.79	2,177.36
Less: Provision for doubtful advances	(1,365.38)	(1,309.09)
Export Incentive receivables	294.83	163.42
Other receivables	2.87	-
	1,589.65	**2,152.68**

18 Equity Share Capital

(₹ in lakhs)

	As at 31 March, 2020	As at 31 March, 2019
a) Authorised shares		
65,000,000 Equity shares of Rs.10/- each (65,000,000 Equity shares, 31 March, 2019 : Rs. 10/- each)	6,500.00	6,500.00
b) Issued, subscribed & fully paid up shares		
60,900,465 Equity shares of Rs.10/- each; (60,900,465 Equity shares, 31 March, 2019 : Rs. 10/- each)	6,090.05	6,090.05
Total	**6,090.05**	**6,090.05**

c) Reconciliation of number of equity shares and share capital outstanding

Particulars	As at 31 March, 2020		As at 31 March, 2019	
	No. of Shares	(₹ in lakhs)	No. of Shares	(₹ in lakhs)
At the beginning of the year	6,09,00,465	6,090.05	6,09,00,465	6,090.05
Add : Shares issued during the year	-	-	-	-
At the end of the year	**6,09,00,465**	**6,090.05**	**6,09,00,465**	**6,090.05**

Paid up equity share capital includes 1,63,60,000 equity shares alloted pursuant to conversion of share warrants. Out of these, 20,000 shares were listed on 14th January 2020 and remaining 1,63,40,000 shares will listed on 17 April, 2020.

d) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10/- per share referred to herein as equity share. Each holder of equity shares is entitled to one vote per share held.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case where interim dividend is distributed. During the year ended March 31, 2020 and March 31, 2019, no dividend has been declared by the Company.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any. Such distribution amount will be in proportion to the number of equity shares held by the shareholders.

e) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

No shares were issued to the shareholders for consideration other than cash during the period of five years immediately preceding the reporting date.

f) Detail of shareholders holding more than 5% shares in the Company

	As at 31 March, 2020		As at 31 March, 2019	
	No. of Shares	% of holding	No. of Shares	% of holding
Nikhil Nanda*	2,38,10,774	39.10%	2,38,10,774	39.10%
Sushma Nanda	30,65,983	5.03%	30,65,983	5.03%

*Holding includes 1,17,50,000 equity shares alloted pursuant to conversion of share warrants. These shares are listed on 17th April,2020

19 Other Equity

A. Summary of Other Equity Balance (₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Capital Reserves	241.95	241.95
Securities premium	9,930.72	9,584.41
General reserves	6.68	6.68
Retained Earnings	1,517.40	1,726.14
Money received against share warrants	-	23.25
Other Comprehensive Income	13.05	12.04
Total	**11,709.80**	**11,594.47**

a) Capital Reserves (₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Opening balance	241.95	241.95
Addition/Deletion during the year	-	-
Closing balance (A)	**241.95**	**241.95**

b) Securities premium (₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Opening balance	9,584.41	9,223.05
Add : Parent share in Security Premium	346.31	361.36
Closing balance (B)	**9,930.72**	**9,584.41**

c) General reserves (₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Opening balance	6.68	6.68
Addition during the year	-	-
Closing balance (C)	**6.68**	**6.68**

d) Retained Earnings (₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Opening balance	1,726.14	1,859.47
Add: Profit for the year transferred from the Statement of Profit and Loss	(197.91)	(68.06)
Less: Adjustment pertaining to a loan given to shareholder	(25.11)	(29.78)
Less: Other Consolidation adjustment	7.97	(35.49)
Add: Adjustments of Lease Equilisation Reserve	6.31	-
Closing balance (D)	**1,517.40**	**1,726.14**

e) Money Received against Share warrants (₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Opening balance	23.25	-
Add: Money received against share warrant	1,038.85	223.25
Less: Share warrants converted into shares	(1,062.10)	(200.00)
Closing balance (E)	**-**	**23.25**

f) Other Comprehensive Income (₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Opening balance	12.04	5.32
Add: Remeasurement of net defined benefit plans	1.01	6.72
Closing balance (F)	**13.05**	**12.04**

Total other equity (A+B+C+D+E+F)	**11,709.80**	**11,594.47**

B. **Nature and purpose of reserves**

Capital reserve

a) A capital reserve is an account in the equity section of the balance sheet that can be used for contingencies or to offset capital losses. It is derived from the accumulated capital surplus of a company, created out of capital profit. The reserve is utilise in accordance with the provisions of the Act.

b) Security premium

Securities premium is used to record the premium on issue of shares. The reserve is utilise in accordance with the provisions of the Act.

c) General reserve

This represents appropriation of profit by the Company and is available for distribution of dividend.

d) **Retained earnings**

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

e) **Other Comprehensive Income**

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

20 Financial Liabilities

(₹ in lakhs)

(i) Borrowings

Particulars	Non current		Current maturities	
	As at 31 March, 2020	As at 31 March, 2019	As at 31 March, 2020	As at 31 March, 2019
Secured				
Vehicle Loans*				
- from Banks	27.30	33.15	14.26	10.93
- from Others	14.49	37.90	18.22	17.00
	41.79	**71.05**	**32.48**	**27.93**
Amount disclosed under the head Other current financial liabilities (Refer note 25)	-	-	(32.48)	(27.93)
Net Amount (A)	**41.79**	**71.05**	**-**	**-**
Unsecured				
Unsecured Loan from other **	10.00	10.00	-	110.00
	10.00	**10.00**	**-**	**110.00**
Amount disclosed under the head Other current financial liabilities (Refer note 25)	-	-	-	(110.00)
Net Amount (B)	**10.00**	**10.00**	**-**	**-**
Total (A+B)	**51.79**	**81.05**	**-**	**-**

* Respective assets are hypothecated against the loans taken to acquire such vehicles. Loan is repayable within a period of 60 months at interest rate in the range of 8% p.a. to 12% p.a.

**Loan carrying Interest rate of 15% p.a.

(ii) Lease Liabilities

Particulars	Non current		Current	
	As at 31 March, 2020	As at 31 March, 2019	As at 31 March, 2020	As at 31 March, 2019
Lease liabilities	613.13	-	161.29	-

21 Provisions

(₹ in lakhs)

Particulars	Non current		Current	
	As at 31 March, 2020	As at 31 March, 2019	As at 31 March, 2020	As at 31 March, 2019
Provision for Employee Benefits - Gratuity	92.61	72.35	7.19	5.56
Provision for Employee Benefits - Leave Encashment	29.69	23.21	7.98	6.19
Provision for Income Tax	-	-	154.16	-
	122.30	**95.56**	**169.33**	**11.75**

22 Other non current liabilities

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Government grants (Refer note 39)	-	3.00
Rent Equalisation reserve	-	4.71
	-	**7.71**

23 Current borrowings

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Cash Credit*	-	500.00
	-	**500.00**

*Cash credit facility obtained from bank is secured by hypothecation of inventories , debtors and charge on factory building.

24 Trade payables

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Total outstanding dues of micro enterprises and small enterprises (as per the intimation received from vendors)		
Principal and interest amount remaining unpaid	338.98	**229.63**
Interest paid by the Company in terms of Section 16 of the Micro, Small and -Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	-	-
Interest due and payable for the period of delay in making payment (which - have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006.	-	-
Interest accrued and remaining unpaid	-	-
Interest remaining due and payable even in the succeeding years, until - such date when the interest dues as above are actually paid to the small enterprises.	-	-
	338.98	**229.63**
Trade payable		
(a)Due to micro & small enterprises (Refer note 48)	338.98	229.63
(b)Due to others	3,272.87	2,091.61
	3,611.85	**2,321.24**

25 Other current financial liabilities

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Current maturities of long-term debt (Refer note -20)	32.48	137.93
Interest accrued but not due on borrowings	0.40	33.69
Book overdraft	70.50	154.27
Payable to employees	273.31	285.50
Security deposit	6.00	6.00
Payable towards purchase of property, plant and equipment	196.13	181.69
Expenses Payable	99.97	68.76
Payable for business combination#	-	16.38
	678.79	**884.21**

There are no amounts due for payments to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013 as at March 31, 2020 (March 31, 2019: Nil).

#Due to related party (refer note 42)

26 Other current liabilities

(₹ in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
Statutory dues	78.86	29.80
Advance received from Customers	141.61	119.37
Rent equalisation reserve	-	1.61
Government grants (Refer note 39)	3.00	3.00
	223.47	**153.78**

27 Revenue from operations

(₹ in lakhs)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Revenue from contracts with customers*		
Sale of manufactured goods-Oral Care Products	13,757.06	12,203.93
Job Work Income	48.90	105.59
Sale of packing material/raw material (Traded Goods)	43.63	17.13
Other operating revenue	-	-
Scrap sales	61.83	84.64
Revenue from Operations	**13,911.42**	**12,411.29**

* It represents disaggregated revenue information in accordance with INDAS 115.

Reconciliation of revenue recognised with contract price:

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue as per contracted price	13,985.45	12,391.65
Adjustments		
Cost Reconciliation	11.13	31.46
Sales return	(85.16)	(11.82)
Revenue from Operations	**13,911.42**	**12,411.29**

The transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) as at year end are, as follows:

Particulars	As at March 31, 2020	As at March 31, 2019
Advances from customers (Refer Note no 26)	141.61	119.37

Management expects that the entire transaction price allotted to the unsatisfied contract as at the end of the reporting period will be recognised as revenue during the next financial year.

28 Other income

(₹ in lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Interest income on fixed deposits	24.06	8.03
Interest income Others	79.52	131.04
Export incentive	252.82	276.99
Provision no longer required written back	152.59	57.14
Rental Income	0.76	2.76
Government grant(refer note 39)	3.00	3.00
Foreign exchange gain (net)	616.11	24.20
Gain on Termination of Lease	5.95	-
Profit on sale of Investment	10.84	-
Miscellaneous income	66.82	9.11
Net gain on financial asset mandatorily measured at FVTPL	13.55	62.29
Reversal of retention money	-	5.92
Minimum Guarantee	150.25	51.70
Miscellaneous balance written back	7.22	34.31
	1,383.50	**666.49**

29 Cost of materials consumed

A Cost of Raw Materials Consumed

(₹ in lakhs)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Stock at the beginning of the year	350.01	463.74
Add: Purchases	6,643.15	5,704.39
	6,993.16	**6,168.13**
Less: Stock at the end of the year	26.86	350.01
Add: Provision for Stock Obselence	-	55.07
	6,966.30	**5,873.19**
Cost of packing materials consumed		
Stock at the beginning of the year	268.74	201.76
Add: Purchases	2,286.31	2,315.19
	2,555.05	**2,516.95**
Less: Stock at the end of the year	25.11	268.74
Less: Sale of scrap	-	-
Add: Provision for Stock Obselence	-	50.69
	2,529.94	**2,298.90**
	9,496.24	**8,172.10**

B Purchase of Stock in Trade

(₹ in lakhs)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Purchase of Stock in Trade	336.85	310.05
	336.85	**310.05**

30 Changes in inventories of finished goods, work in progress and stock-in-trade

(₹ in lakhs)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Finished goods		
At the beginning of the year	274.86	156.15
Less: At the end of the year	365.04	274.86
Add: Provision for obsolete stock	-	-
Less: Reversal of earlier write-down	-	-
	(90.18)	**(118.71)**
Work-in-progress		
At the beginning of the year	109.40	162.33
Add: Purchases	255.01	273.51
Less: At the end of the year	144.16	109.40
	220.25	**326.44**
	130.07	**207.73**

31 Employee Benefit Expenses

(₹ in lakhs)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Salaries, wages, bonus and other allowances	1,193.86	1,207.58
Contribution to provident and other funds	72.56	66.93
Workmen and staff welfare expenses	20.85	23.04
Gratuity	36.84	32.37
Leave encashment	10.72	7.30
Employee Share based payment	-	3.00
Staff Training & Stipends	8.34	7.25
Staff Recruitement Expenses	0.40	4.55
	1,343.57	**1,352.02**

32 Finance Costs

(₹ in lakhs)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Interest expense	89.17	98.65
Interest on lease liabilities	85.20	4.72
Interest on delay in deposit of Statutory dues	20.88	-
	195.25	**103.37**

33 Depreciation and Amortization Expenses

(₹ in lakhs)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Depreciation on property plant and equipment	737.83	705.28
Depreciation on Right of use asset	135.21	-
Amortisation of intangible assets	3.03	3.51
	876.07	**708.78**

34 Other expenses

(₹ in lakhs)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Consumption of stores and spares	12.06	15.66
Power and Fuel	329.95	326.02
Rent *	1.50	70.63
Advertisement expenses	432.22	254.99
Business promotion expenses	73.09	37.90
Brokerage & Commission	16.23	22.68
Sampling Expense	14.80	6.41
Display and listing charges	3.15	4.00
Brand Promotion Expenses	12.34	17.89
Repairs		
Plant and Machinery	89.20	127.46
Building	13.13	20.21
Others	43.64	30.37
Marketing Fund	4.23	2.15
Revenue Shares	5.23	7.59
Airport Service Charges	13.19	5.16
Minimum Guarantee	1.04	37.27
Freight and cartage outward	92.39	67.89
Insurance charges	54.33	27.79
Legal and professional fees	126.04	141.72
Rates and taxes	30.68	99.37
Telephone and postage	14.42	14.77
Printing and stationery	16.96	12.51
Travelling and conveyance expenses	203.89	185.84
Loss on sale of property plant & equipment (Net)	3.92	69.44
Directors' sitting fees	10.70	5.30
Job work charges	536.72	483.84
Foreign exchange Loss (Net)	-	2.75
Testing charges	-	2.35
Auditor's remuneration	17.43	27.28
Office maintenance	21.51	22.53
Research and Development Expenses	3.72	-
Advances/balances/others written off	12.74	186.73
Advances/balances/others provision	57.92	-
Miscellaneous expenses	79.77	57.65
Amortization of deferred rent expense	20.00	5.30
Online subscription charges	-	0.77
License fees	55.04	11.26
Donation expneses	0.30	0.25
Corporate social responsibility expense**	14.00	-
Expired paste credit	-	4.73
GST Budgetary support	-	11.77
	2,437.48	**2,428.24**

*Refer note no. 49

**Refer note no. 51

35 Exceptional items

(₹ in lakhs)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Loss on asset discontinued from active use and held for sale*	1,063.69	-
	1,063.69	**-**

*The holding Company has assessed the recoverability of property plant and equipment and has identified certain property plant and equipment which were not in active use having gross value and written down value of ₹ 1776.53 lakhs and ₹ 1073.69 lakhs respectively. Consequently these assets have been carried its net realisable value and recognized under the head "Assets classified as held for Sale" at an estimated realsiable value of ₹ 10.00 lakhs. Therefore, loss of ₹ 1063.69 lakhs has been charged to the statement of profit and loss shown as exceptional item.

36 Income taxes

(₹ in lakhs)

(a) Income tax Expense

	Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
	Profit and loss section		
i.	**Current Tax**		
	Current income tax charge for the year	180.87	129.21
	Adjustments in respect of current income tax of previous years	(26.39)	-
		154.48	129.21
ii.	**Deferred tax charge/(credit)**		
	Origination and reversal of temporary differences	(253.28)	(37.77)
	Recognition of previously unrecognised tax losses		
	Recognition of previously unrecognised deductible temporary differences		
	Adjustments in respect of deferred tax of previous years	-	-
	MAT credit on profits for the year	-	(129.21)
		(253.28)	(166.98)
	Income tax expense reported in the Statement of Profit and Loss	**(98.80)**	**(37.77)**
	Other Comprehensive Income (OCI) Section		
	Tax relating to items that will not be reclassified to Statement of Profit & Loss	(1.13)	(2.65)
	Income tax charged to OCI	**(1.13)**	**(2.65)**

(b) Reconciliation of tax expense and the accounting profit multiplied by the tax rate.

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Profit from continuing operations (A)	(584.30)	(204.51)
Income tax rate applicable (B)	27.82%	27.82%
Income tax expense (A*B)	**(162.55)**	**(56.89)**
Tax effects of the items that are not deductable (taxable) while calculating taxable income :		
Tax on expenses not tax deductible		
Effect of Non- dedcutible expenses	329.29	19.12
Deferred tax on unabsorbed losses	(80.72)	-
Carry forward unabsorbed depreciation	(154.60)	-
Income not taxable under income tax	(23.23)	-
Tax impact of IND AS adjustment	8.08	-
Tax expense for earlier years	(26.39)	-
Tax impact of difference in tax rate	13.59	-
Tax impact of consolidation	(2.26)	-
Income tax expense/(Reversal)	**(98.80)**	**(37.77)**

37 Contingent Liability

I. Claims/litigations made against the group not acknowledged as debts:

a) Matters under litigation:

Claims against the group by employees, vendors & customers amounting to ₹ 214.60 lakh (Previous Year ₹ 179.12 lakh). The management of the group believes that the ultimate outcome of these proceedings will not have a material adverse effect on the group's financial condition and results of operations.

There is outstanding sales tax demand of Rs. 76.32 lakhs, against which the Company has filed appeal where an amount of Rs. 4.50 lakhs has been deposited.

b) TDS demand outstanding on TRACES portal amounting to ₹ 3.42 lakhs.

II. Others:

Bank Guarantee issued by Bank amounting to ₹ 103.02 lakh (Previous Year ₹ 84.37 lakh).

38 Capital Commitments

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances for 31 March, 2020: ₹ 0.83 lakh, for 31 March, 2019: ₹ 1274.67 lakh)	16.68	1,370.61

39 Government Grant

During the financial year ended 31 March, 2012, the group had received capital subsidy under the Central Capital Investment Subsidy Scheme, 2003 of the Government of India. The subsidy received is being apportioned to Statement of Profit & Loss over the useful life of the assets which is estimated as 10 years.

40 Segment Reporting

In line with the provisions of Ind AS 108 - Operating Segments and on the basis the review of operations being done by the Management. The following disclosures have been made to enable users of financials instruments for better undertanding of business of group.

Particulars	Manufacturing Business		Other than Manufacturing Business		Retail Business	
	YTD March 20	YTD March 19	YTD March 20	YTD March 19	YTD March 20	YTD March 19
Sale to external customers	12,750.10	11,596.87	897.63	644.80	263.69	173.49
Revenue with other operating segment	545.50	369.21	0.82	0.91	-	-
Depreciation	742.97	698.11	20.47	3.72	112.63	6.95
Cost of goods sold	9,707.87	8,479.25	587.14	444.90	205.93	135.09
Income tax expense/(income)	2.10	161.70	(86.70)	(194.77)	(11.94)	(3.71)
Total assets	22,908.71	21,830.59	1,460.33	1,191.62	1,197.81	641.06
Total liabilities	4,758.91	3,831.15	311.87	462.11	603.51	27.45

Information about geographical areas are as under (₹ in lakhs)

	Revenue from external customers	
	Year ended 31 March, 2020	Year ended 31 March, 2019
India	8,199.68	7,724.34
UAE	5,711.74	4,680.73
Nepal	-	6.22
Total	**13,911.42**	**12,411.29**

Revenue of ₹ 5975.66 lakhs, (Previous year ₹ 6020.25 lakhs) arising from two customers in India and ₹ 5325.07 lakhs (Previous year ₹ 4649.73 lakhs) from two customer outside India contribute more than 10% of the Company's revenue individually. No other customer contribute10% or more than 10% to the Company's revenue for the current year ended 31 March, 2020 and previous year ended 31 March, 2019. The Company does not hold any non current assets outside India.

41 Employee benefit obligations

The Company has classified various employee benefits as under:

a) Defined contribution plans

i.) Employees Provident fund

ii.) Employee State Insurance Scheme

The Company has recognised the following amounts in the Statement of Profit and Loss for the year:

(₹ in lakhs)

Particulars	2019-20	2018-19
Contribution to Provident Fund	56.53	46.61
Contribution to Employee State Insurance Scheme	16.04	20.32
	72.57	66.93

b) Defined benefit plans

i.) Gratuity

ii.) Leave encashment

Gratuity is payable to eligible employees as per the Company's policy and The Payment of Gratuity Act, 1972. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit (PUC) method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligations.

Provision for leave benefits is made by the Company on the basis of actuarial valuation using the Projected Unit Credit (PUC) method.

Liability with respect to the gratuity and leave encashment is determined based on an actuarial valuation done by an independent actuary at the year end and is charged to Statement of Profit and Loss.

Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Other Comprehensive Income as income or expense.

Other disclosures required under Indian Accounting Standards 19 "Employee benefits" are given below:

Principal Actuarial Assumptions at the Balance Sheet date

Particulars	As at 31 March, 2020	As at 31 March, 2019
Discount Rate (per annum)	6.60% -7.00%	7.50% -7.55%
Rate of increase in Compensation Levels	7.00%	7.00%
Retirement age	58 Years	
Mortality Table	100% of IALM (2012-14)	
Average withdrawal rate	7% - 10%	7% - 10%

The discount rate has been assumed at 6.60% to 7.00% p.a. (Previous year 7.50% -7.55% p.a.) based upon the market yields available on Government bonds at the accounting date for remaining life of employees. The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market on long term basis.

I) Changes in the present value of obligation (₹ in lakhs)

Particulars	Year Ended March 31,2020		Year Ended March 31,2019	
	Leave Encashment	Gratuity (Unfunded)	Leave Encashment	Gratuity (Unfunded)
Present Value of Obligation as at the beginning of the year	29.40	77.92	23.71	62.25
Acquisition Adjustment	-	-	-	-
Interest Cost	2.03	5.89	1.74	4.75
Past Service Cost	-	-	-	-
Current Service Cost	10.60	21.56	10.67	20.59
Contribution by Plan Participants	-	-	-	-
Curtailment Cost/(Credit)	-	-	-	-
Settlement Cost/(Credit)	-	-	-	-
Remeasurement	1.09	0.76	1.45	(0.25)
Benefit Paid	(0.71)	(1.06)	-	-
Experience variance	-	(7.39)	-	(1.92)
Actuarial (Gains)/Loss	(4.75)	2.13	(8.16)	(7.51)
Present Value of Obligation as at the end of the year	37.67	99.80	29.40	77.92
Current	7.98	7.19	6.19	5.56
Non Current	29.69	92.61	23.21	72.35
Total	**37.67**	**99.80**	**29.40**	**77.92**

II) Reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets

Particulars	As at March 31,2020		As at March 31,2019	
	Leave Encashment	Gratuity (Unfunded)	Leave Encashment	Gratuity (Unfunded)
Present Value of Funded Obligation as at the end of the year	-	-	-	-
Fair Value of Plan Assets as at the end of the year	-	-	-	-
Funded (Asset)/Liability recognised in the Balance Sheet	-	-	-	-
Present Value of Unfunded Obligation as at the end of the year	37.67	99.80	29.40	77.92
Unfunded Net Liability Recognised in the Balance Sheet	37.67	99.80	29.40	77.92

III) Expenses recognised in the Profit and Loss Account

Particulars	Year Ended March 31,2020		Year Ended March 31,2019	
	Leave Encashment	Gratuity (Unfunded)	Leave Encashment	Gratuity (Unfunded)
Current Service Cost	10.60	21.56	10.67	20.59
Past Service Cost	-	-	-	-
Acquisition Adjustment	-	-	-	-
Interest Cost	2.03	5.89	1.74	4.75
Expected Return on Plan Assets	-	-	-	-
Curtailment Cost/(Credit)	-	-	-	-
Settlement Cost/(Credit)	-	-	-	-
Benefit Paid	-	-	-	-
Remeasurement	(4.37)		(6.72)	
Net actuarial (Gains)/Loss	-	-	-	-
Employees Contribution	-	-	-	-
Total Expenses recognised in the Profit and Loss Account	8.26	27.45	5.69	25.34

Other Comprehensive Income (OCI)

	Gratuity (Unfunded)	
Particulars	**2019-20**	**2018-19**
Net cumulative unrecognized actuarial gain/(loss) opening	-	-
Actuarial gain / (loss) for the year on PBO	4.50	5.34
Actuarial gain /(loss) for the year on Asset	-	-
Unrecognized actuarial gain/(loss) at the end of the year	4.50	5.34

IV) Experience Adjustment:

Particulars	**Year Ended March 31,2020**		**Year Ended March 31,2019**	
	Leave Encashment	**Gratuity (Unfunded)**	**Leave Encashment**	**Gratuity (Unfunded)**
Expected Employer Contribution for the next year	-	-	-	-

V) Maturity Profile of Defined Benefit Obligation

	Year Ended March 31,2020		**Year Ended March 31,2019**	
Year	**Leave Encashment**	**Gratuity (Unfunded)**	**Leave Encashment**	**Gratuity (Unfunded)**
0 to 1 Year	7.57	7.19	5.81	5.56
1 to 2 Year	5.51	5.50	4.58	5.92
2 to 3 Year	5.47	8.32	3.99	5.48
3 to 4 Year	4.14	7.43	4.07	7.98
4 to 5 Year	3.67	7.84	2.95	137.04
5 Year onwards	24.37	185.60	19.79	39.79

VI) Sensivity Analysis of the Defined Benefit Obligation:-

Particulars	**Leave Encashment**	**Gratuity (Unfunded)**
	2019-20	
Impact of change in discount rate		
Present Value of obligation at the end of the year	37.67	99.80
a) Impact due to increase of 1%	1.81	9.18
b) Impact due to decrease of 1%	1.98	10.75
	2019-20	
Impact of change in Salary rate		
Present Value of obligation at the end of the year	37.67	99.80
a) Impact due to increase of 1%	1.94	9.66
b) Impact due to decrease of 1%	1.81	8.83

Description of Risk Exposures :

Risks associated with the plan provisions are actuarial risks. These risks are:- (i) investment risk, (ii) interest risk (discount rate risk), (iii) mortality risk and (iv) salary risk.

i) Investment Risk- The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government Bonds Yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.

ii) Interest Risk (discount rate risk) – A decrease in the bond interest rate (discount rate) will increase the plan liability.

iii) Mortality Risk - The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2006-08) ultimate table. A change in mortality rate will have a bearing on the plan's liability.

iv) Salary Risk – The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

42 Related party disclosures as per IND AS 24

(a) Names of related parties and description of relationship:

Relationships	Name of Related Party
Entities controlled by a person who is a KMP of the Company or a person who has significant influence over the Company	- Sixth Sense India Opportunities - II
	- Frodo Magic Productions LLP
	- Starpool Consultants & Advisors LLP
	- Anand and Anand Legal Services LLP
	- Maya Brands LLP
	- Harish Chander Nanda Educational and Charitable Society
Relatives of Key Managerial Personnel	- Mrs Sushma Nanda (Mother of Mr. Nikhil Nanda)
Entities which are controlled or jointly controlled by Key Managerial Personnel category or by his/her close family members	- Number One Enterprises Pvt. Ltd. - Apogee Manufacturing Private Limited - Magna Waves Private Limited - DVS Worldwide Services Private Limited - Neeta Marketing Services Private Limited - Chrome IAS academy LLP

(b) Key Managerial Personnels (KMP) of the Group

Name of Key Managerial Personnel - JHS Svendgaard Laboratories Limited	Category	Period
Mr. Nikhil Nanda	Managing Director	FY 2019-20
Mr. Vanamali Polavaram	Non -Executive Non-Independent Director	FY 2019-20
Mr. Mukul Pathak	Non - Executive Independent Director	FY 2019-20
Mrs. Rohina Sanjay Sangtani	Non - Executive Independent Director	FY 2019-20
Mr. Nikhil Kishorchandra Vora	Nominee Director	FY 2019-20
Mrs. Balbir Verma	Non - Executive Independent Director	FY 2019-20
Mr. Paramvir Singh	Chief Executive Officer	FY 2019-20
Mr. Sanjeev Kumar Singh	Company Secretary	Resigned on 7.06.2019
Mr. Chetan Batra	Company Secretary	W.e.f. 11.07.2019 upto 04.05.2020
Mr. Ashish Goel	Chief Financial Officer	FY 2019-20

Name of Key Managerial Personnel -JHS Svendgaard Brands Limited

Mr. Nikhil Nanda	Director	FY 2019-20
Mrs. Sushma Nanda	Director	FY 2019-20
Mr. Safir Anand	Director	FY 2019-20
Mr. Vinay Mittal	Director	FY 2019-20
Mr. Nikhil Kishorchandra Vohra	Nominee Director	FY 2019-20
Mr. Chhabi Lal Prasad	Director	FY 2019-20
Mr Vineet Sharma	Company Secretary	Joined w.e.f 14.06.2019
Mr. Harjinder Singh	CEO	Resigned on 15.11.2019

Name of Key Managerial Personnel -JHS Svendgaard Retail Ventures Private Limited

Mr. Nikhil Nanda	Director	FY 2019-20
Mrs. Sushma Nanda	Director	FY 2019-20
Mrs. Balbir Verma	Director	FY 2019-20
Mr. Ashish Goel	CEO	FY 2019-20
Mr. Piyush Garg	Company Secretary	Resigned on 13.04.2019
Mrs. Heena Malik	Company Secretary	Joined w.e.f 1.06.2019 till 15.02.2020

(c) Key Management Personnel Compensation (₹ in lakhs)

	Year ended March 31, 2020	Year ended March 31, 2019
Short- term employee benefits	129.28	184.54
Post- employement benefits	13.93	11.88
Long- term employee benefits	2.82	3.00
Share based payment	-	3.00
Director's Sitting fees	10.70	5.30
Total Compensation	**156.73**	**207.72**

(d) Transactions with related parties

The following transactions occurred with related parties: (₹ in lakhs)

S.No.	Statement of Profit and Loss	Year ended March 31, 2020	Year ended March 31, 2019
1.	**Income:**		
	Sale of Product		
	- Harish Chander Nanda Educational and Charitable Society	-	0.03
	Sale of MLD		
	- Sushma Nanda	79.58	-
2.	**Expenditure:**		
i.	Interest expense on Lease liability as per IND AS 116		
	- Nikhil Nanda	46.47	60.60
ii.	Depreciation expense on Right of use asset as per IND AS 116		
	- Nikhil Nanda	38.81	-
iii	- Amortisation of deferred rent expenses		
	- Nikhil Nanda	3.82	5.30
	- Magna waves Impex Private Limited	0.60	0.60
iv	Purchase of products		
	-Neeta Marketing Services Private Limited	-	90.40
v	Electricity expenses		
	- Nikhil Nanda	15.71	13.38
vi	Professional fees for tademark registration		
	-Anand & Anand Legal Services LLP	1.50	6.17
v	Salary expenses		
	- Sagar Breja	-	1.00
vi	Corporate social responsibility expense		
	- Harish Chander Nanda Educational and Charitable Society	10.00	-
3	**Recovery of expenses**		
	- Naveen Bareja	-	31.50

(e) Loans and advances to/ from Related Parties (₹ in lakhs)

		Year ended March 31, 2020	Year ended March 31, 2019
i.	**Loans/ Advances taken**		
	- Nikhil Nanda		
	- Apogee Manufacturing Private Limited	-	-
ii.	**Loans/ Advance (repaid/ adjusted)**		
	- Apogee Manufacturing Private Limited	-	-
	- Nikhil Nanda	-	0.10
	-Number One Enterprises Private Limited	-	-
	-Neeta Marketing Services Private Limited	-	20.00
iii.	**Loans and advances given (including security deposits)**		
	- Nikhil Nanda	-	1.50
	- 'Magna Waves Private Limited	-	-
iv.	**Payment Received**		
	- Apogee Manufacturing Private Limited	10.00	-
	'- Harish Chander Nanda Educational and Charitable Society	0.03	-
	- Naveen Bareja	3.00	-
v.	**Loans/ Advance given adjusted**		
	- Naveen Bareja	0.10	-
	- Sagar Bareja	1.75	-
vi.	**Trade receivable adjusted**		
	-Neeta Marketing Services Private Limited	1.07	-
	Trade payable adjusted		
	-Neeta Marketing Services Private Limited	27.50	-

(f) Balance Sheet heads (Closing Balances) (₹ in lakhs)

		As at March 31, 2020	As at March 31, 2019
	Credit Balances		
i.	**Other Liabilities**		
	- Nikhil Nanda	-	2.67
	- Magna Waves Private Limited	-	0.40
ii.	**Trade Payables**		
	-Neeta Marketing Services Private Limited	-	11.12
	-Anand & Anand Legal Services LLP	3.44	3.47
iii	**'Other Current Financial liability**		
	- Neeta Marketing Services Pvt Ltd	-	16.38
	Debit Balances		
i.	**Loans and advances (including security deposit)**		
	- Nikhil Nanda (At amortised cost)	14.77	14.34
	- Mr. Sagar Breja	-	1.75
	- Naveen Bareja	-	3.10
ii.	**Trade receivables (exculding provisions)**		
	- Apogee Manufacturing Private Limited	-	25.62
	- Neeta Marketing Services Private Limited	-	1.07
	- Harish Chander Nanda Educational and Charitable Society	-	0.03
iii.	**Receivables**		
	- Sushma Nanda	4.58	-

43 Fair valuation measurements

(₹ in lakhs)

S. No.	Particulars	Level of Hierarchy	As at 31 March 2020			As at 31 March 2019		
			FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized Cost
	Financial assets	-						
1	**Investments**							
	Investment in Mutual Fund	1	602.59	-	-	462.56	-	-
	Investment in MLD	1	-			512.06		
2	**Loans**							
	Security Deposit	3	-	-	121.08			59.93
	Others	3	-	-	404.95	-	-	825.35
3	**Trade receivables**	3	-	-	9,614.60	-	-	5,381.30
4	**Other financial assets**	3		-	213.21	-	-	369.05
5	**Cash & Cash Equivalents**	3	-	-	67.98	-	-	80.54
6	**Bank balances other than cash & cash equivalents**	3	-	-	25.05	-	-	26.58
	Total Financial Assets		**602.59**	**-**	**10,446.85**	**974.62**	**-**	**6,742.76**
	Financial Liability	-						
1	**Borrowings including current maturities**	3	-	-	84.27	-	-	718.98
2	**Trade & Other Payables**	3	-	-	3,611.85	-	-	2,321.24
3	**Lease liability**	3	-	-	774.42			-
4	**Other financial Liabilities**	3	-	-	646.32	-	-	746.07
	Total Financial Liabilities		**-**	**-**	**5,116.86**	**-**	**-**	**3,786.29**

a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.

- Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

- Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

- Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

44 FINANCIAL RISK MANAGEMENT

Risk management objectives and policies

The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities by category are summarised in Note 42. The main types of risks are market risk, credit risk and liquidity risk. The Group's risk management is coordinated by its board of directors, and focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to volatile financial markets. The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed to, are described below:

1 Market risk

Market risk is the risk that changes in market prices will have an effect on Group's income or value of the financial assets and liabilities. The Group is exposed to various types of market risks which result from its operating and investing activities. The most significant financial risks to which the Group is exposed are described below:

1(a) Foreign currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to USD and EURO. Foreign exchange risk arises from future commercial transactions and recognise assets and liabilities denominated in a currency that is not Group's functional currency(INR). The Risk is measured through a forecast of highly probable foreign currency cashflows.

The following table presents non-derivative instruments which are exposed to currency risk and are unhedged as at 31 March, 2020 and 31 March, 2019 :

	Foreign currency	As at March 31, 2020	As at March 31, 2019
Trade Payable	USD	7.40	8.56
Trade Payable	EURO	0.12	0.50
Trade Receivable	USD	8,554.91	3,755.83
Trade Receivable	EURO	-	-
Bank account	EURO	0.28	0.26

To mitigate the Group's exposure to foreign exchange risk, cash flows in foreign currencies are monitored and net cash flows are managed in accordance with Group's risk management policies. Generally, the Group's risk management procedures distinguish short term foreign currency cash flows (due within 6 months) from longer term cash flows (due after 6 months). Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no hedging activity is undertaken.

The following table gives the volatility in exchange rates for the respective reporting years for major currencies:

Currencies	Year ended 31 March, 2020	Year ended 31 March, 2019
INR/USD	8%	5%
INR/EURO	6%	8%

These percentages have been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis given in the table below is based on the Group's foreign currency financial instruments held at each reporting date.

Sensitivity analysis for entities with foreign currency balances in INR

The following tables illustrate the sensitivity of profit/loss and equity in regards to the Group's financial assets and financial liabilities and the movement of exchange rates of respective functional currencies' against INR, assuming 'all other things being constant'.

If the respective functional currencies had strengthened/weakened against the INR by the afore mentioned percentage of market volatility, then this would have had the following impact on profit/loss:

31 March 2020	Movement	Profit and loss
		Strengthening
USD Sensitivity	8%	710.84
EURO Sensitivity	6%	0.03
31 March 2019	Movement	Profit and loss
		Strengthening
USD Sensitivity	5%	188.22
EURO Sensitivity	8%	0.06

1(b) Price risk

The Group is mainly exposed to the price risk due to investment in mutual funds. The price risk arises due to uncertainties about the future market values of these investments. In order to minimise pricing risk arising from investment in mutual funds, Group invest in highly rated mutual funds.

The sensitivity to price risk if increases/ decrease in NAV of the mutual funds is:

31 March 2020	Movement	Profit and loss
		Strengthening
Price risk sensitivity	1%	6.03
31 March 2019	Movement	Profit and loss
		Strengthening
Price risk sensitivity	1%	9.75

1(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is not exposed to significant interest rate risk because funds are borrowed at fixed interest rates. The borrowings of the Group are principally denominated in rupees and fixed rates of interest.

	As at March 31, 2020	As at March 31, 2019
Fixed-rate borrowings including current maturities		
- Vehicle Loan (Secured)	74.27	98.98
- Loan from Corporate (Unsecured)	10.00	120.00
'-Cash credit facility (secured)	-	500.00
Total Borrowings(gross of transaction cost)	84.27	718.98

2 CREDIT RISK

Credit risk arises from cash and cash equivalent, investments in mutual funds, deposits with the banks, as well as credit exposure to customers including outstanding receivables.

Credit risk management

For Bank and Financial Institutions, only high rated banks/ institutions are accepted

For other counter parties, the Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables. Individual risk limits are set accordingly. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties only.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The Group considers reasonable and supportive forward-looking information.

The Group based on internal assessment which is driven by the historical experience/current facts available in relation to default and delays in collection thereof, the credit risk for trade receivable is considered low. The Company estimates its allowance for trade receivable using life time expected credit loss. The balance past due for more than 6 months(net of expected credit loss allowance), excluding receivable from group companies is ₹ 3063.09 lakh (31 March, 2019 ₹ 288.65 lakh).

The credit risk for cash and cash equivalents and other financial instruments is considered negligible and no impairment has been recorded by the Group.

Significant estimates and judgments

Impairment of financial assets

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

3 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's is responsible for managing the short term and long term liquidity requirements. Short term liquidity situation is reviewed daily. Longer term liquidity position is reviewed on a regular basis by the Board of Directors and appropriate decisions are taken according to the situation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments :

	31 March 2019				
	Upto 1 year	1 to 3 years	3 to 5 year	Above 5 years	Total
Borrowings including current maturities	637.93	68.85	2.20	10.00	718.98
Trade payables	2,321.24	-	-	-	2,321.24
Other financial liabilities	746.06	-	-	-	746.06
Total	**3,705.23**	**68.85**	**2.20**	**10.00**	**3786.28**

	31 March 2020				
	Upto 1 year	1 to 3 years	3 to 5 year	Above 5 years	Total
Borrowings including current maturities	32.48	41.78	-	10.00	84.26
Trade payables	3,611.85	-	-	-	3,611.85
Lease liabilities	161.29	393.41	89.43	130.29	774.42
Other financial liabilities	646.32	-	-	-	646.32
Total	**4,451.93**	**435.20**	**89.43**	**140.29**	**5116.85**

45 Capital Management

For the purposes of Group capital management, Capital includes equity attributable to the equity holders of the Group and all other equity reserves. The primary objective of the Group capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March, 2020 and 31 March, 2019.

(₹ in lakhs)

	As at 31 March, 2020	As at 31 March, 2019
Equity Share capital	6,090.05	6,090.05
Free Reserve*	1,524.08	1,732.82

* Comprises of retained earning and general reserves.

Dividend

The Company has not proposed any dividend for the year (31 March,2019: ₹ Nil).

46 Earning per share (EPS)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Net Profit/(loss) attributable to equity shareholders	(197.91)	(68.06)
Profit after tax (before other comprehensive income)		
Nominal value of equity share (Rs.)	10	10
No of shares as at end of the year	6,09,00,465	6,09,00,465
No. of weighted average equity shares	6,09,00,465	6,09,00,465
Basic Earning/(Loss) per share	(0.32)	(0.11)
Number of equity shares for Dilutive EPS	6,09,00,465	6,09,00,465
Dilutive Earning/(Loss) per share	(0.32)	(0.11)

47 Business Combinations

A Acquisition of Panache Brand

Pursuant to the Business Transfer Agreement dated 01 April, 2018 with Neeta Marketing Services Pvt. Ltd., all the assets and liabilities of 'Panache', a business division of Neeta Marketing Services Pvt. Ltd., engaged in the trading of cosmetic products under the trade name 'Panache' in India, was acquired.

This acquisition will enable the Group to benefit from the goodwill of the brand.

Due to 'panache' brand having widespread recognition across various online platforms and modern trade stores, business of existing products is also expected to flourish leading to synergies from combining operations of the acquiree.

As per para 18 of Ind AS 103 (Business Combinations), all identifiable assets and liabilities were assumed by the Group at its fair value.

a. Consideration transferred

Consideration committed in cash and equivalents for purchase consideration and the net assets acquired is Rs. 89.13 lakh.

b. Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition.

(₹ in lakhs)

	Amount
Property, plant and equipment (refer note 3.1)	1.37
Intangible assets (refer note 3.2)	2.43
Inventories	5.71
Total identifiable net assets acquired	**9.52**

c. **Calculation of Goodwill**

(₹ in lakhs)

	Amount
Consideration transferred (A)	89.13
Less: Net identifiable assets acquired (B)	9.52
Goodwill (A-B)	**79.61**

d. **Revenue and profit contribution**

The acquired business contributed revenues of Rs. 59.60 lakh to the Company for the year ended March 31, 2019.

It is Impracticable to identify profit or loss attributable from 'Panache' Brand as information is not available with the company.

e. **Descriptive note on goodwill (explaining payment of goodwill)**

This acquisition will enable the Company to benefit from increased sales and customer base due to 'panache' brand having widespread recognition across various online platforms and modern trade stores, leading to synergies from combining operations of the acquiree.

The total amount of goodwill is expected to be deductible for tax purposes.

f. **There were no acquisitions in the year ended 31 March, 2020**

B JHS Svendgaard Retail Ventures Private Limited

On 13 April 2018, group aquired 99.82% shareholding in JHS Svendgaard Retail Ventures Private Limited. The company operates in retail industry through its own modern stores at different airports. Currently it has three functioning stores across different airports and is planning for expanding the operations across the country.

As per para 18 of Ind AS 103 (Business Combinations), all identifiable assets and liabilities were assumed by the Group at its fair value.

a. **Consideration transferred**

Consideration committed in cash and equivalents for purchase consideration is Rs. 650 lakh.

b. **Identifiable assets acquired and liabilities assumed**

The recognised amounts of assets acquired and liabilities assumed at the date of acquisition as follows

(₹ in lakhs)

	Amount
Total identifiable net assets acquired*	620.06
Less : Non-controlling interests	1.14
Net identifiable assets acquired	**618.92**

*Includes cash and cash equivalents acquired of Rs. 655.59 lakhs.

The gross amount of trade receivables acquired and its fair value is Rs.1.56 and the amount has been fully collected.

c. **Calculation of Goodwill**

(₹ in lakhs)

	Amount
Consideration transferred (A)	650.00
Less: Net identifiable assets acquired (B)	618.92
Goodwill (A-B)	**31.08**

d. **Revenue and profit contribution**

The acquired business contributed revenues of Rs. 169.61 lakh and loss of Rs. 3.90 lakh to the Group for the year ended 31 March, 2019.

If the aquisition had occurred on 1 April 2018 consolidated pro-forma revenue and loss after tax for the group for the year ended 31 March 2019 would have been Rs 12,415.17 lakh and Rs 176.53 lakh respectively.

e. **Descriptive note on goodwill (explaining payment of goodwill)**

This acquisition will enable the Company to benefit from increased sales and customer base due to the exclusive brand having widespread recognition across modern trade stores, leading to synergies from combining operations of the acquiree.

The total amount of goodwill is expected to be non deductible for tax purposes.

f. **There were no acquisitions in the year ended 31 March, 2020.**

48 Suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

A sum of ₹ 338.92 lakhs is payable to Micro and Small Enterprises as at 31 March, 2019 (2019 - ₹ 229.63 lakhs). The above amount is on account of trade payables only. Out of the total amount outstanding to Micro, Small and Medium Enterprises a sum of ₹ 24.05 lakh is outstanding for more than 45 days as at 31 March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group.

49 Leases

Effective April 1, 2019, the group adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. Consequently, the group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019. On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 500.41 Lakhs and a lease liability of ₹ 500.41 Lakhs.

The movement in lease liabilities during the year ended March 31, 2020 is as follows :

(in ₹ Lakhs)

Particulars	Amount
Balance as at April 1, 2019	**500.41**
Add: Lease assets during the period	416.75
Add: Interest expense during the period	85.20
Less: Cash outflows	166.22
Less: Termination of Lease	61.72
Balance as at March 31, 2020	**774.42**

50 Additional Information

Name of the entity in Group	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or (loss)	Amount	As % of consolidated Other comprehensive income	Amount	As % of consolidated Total other comprehensive income	Amount
Parent Company								
JHS Svendgaard laboratories Limited	97.85%	18,065.52	33.53%	162.80	-45.47%	(1.54)	33.45%	161.26
Subsidiary Company								
JHS Svendgaard Brands Limited (Formerly known as JHS Svendgaard Dental Care Limited)	2.64%	487.47	-128.70%	(624.81)	145.47%	4.91	-128.58%	(619.90)
JHS Svendgaard Retail Ventures Private Limited	-0.30%	(55.83)	-4.75%	(23.04)	0.00%	-	-4.78%	(23.04)
JHS Svendgaard Mechanical and Warehouse Private Limited	-0.20%	(37.47)	-0.09%	(0.45)	0.00%	-	-0.09%	(0.45)
Total	**100.00%**	**18,459.69**	**-100.00%**	**(485.50)**	**100.00%**	**3.37**	**-100.00%**	**(482.13)**

50A The subsidiary companies considered in the Consolidated Financial Statement are:

Name of entity	Ownership interest held by the group		Ownership interest held by non-controlling interests	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	%	%	%	%
(i) JHS Svendgaard Brands Limited (Formerly Known as JHS Svendgaard Dental Care limited)	50.77	66.10	49.23	33.90
(ii) JHS Svendgaard Mechanical and Warehouse Private Limited	99.99	99.99	0.01	0.01
(iii) JHS Svendgaard Retail Ventures Private Limited	99.82	99.82	0.18	0.18

51 In accordance with the requirements of Section 135 of the Companies Act, 2013, during the financial year ending March 31, 2020, the Company has obligation to spent in pursuance of its Corporate Social Responsibility policy as follows:

	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
a)	Gross amount required to be spent by the company	30.18	21.21
b)	Amount spent during the year	14.00	Nil
c)	Balance amount yet to be spent	16.18	21.21

52 The Ministry of Home Affairs vide its Order No.40-3/2020 dated 24.03.2020 had notified a nationwide lockdown in India to contain the outbreak of COVID19 pandemic. As a result, the operations of the group were temporarily disrupted at its facilities with reference to Sales, Marketing ,Personnel, warehouses and distribution locations. However, the Management has assessed that there is no material impact on the business operations. Accordingly, the Group has considered the possible effects that may result from the pandemic on the carrying amounts of its property, plant and equipment, investments, inventories, receivables and other current assets and liabilities. The Group has also evaluated its liquidity position, recoverability of its assets and based on current estimates expects that the carrying amount of these assets will be recovered. The Group has also considered internal and external information upto the date of approval of these consolidated financial statements. The impact of COVID-19 on the Group financial statements for the year 2019-20 may differ from that estimated as at the date of approval of these financial Statements. The Group will continue to closely monitor any material changes to future economic conditions. The impact of COVID-19 on future business of the Group would depend on future developments that cannot be reliably predicted at this stage.

The accompanying notes are an integral part of these financial statements

As per our report of even dated attached
For S. N. Dhawan & Co LLP
Chartered Accountants
Firm Registration No.:000050N/N500045

S.K. Khattar
Partner
Membership No.: 084993

Place : New Delhi
Date : 23 June, 2020

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

Nikhil Nanda
Managing Director
DIN : 00051501

Vanamali Polavaram
Chairman
DIN : 01292305

Kirti Maheshwari
Company Secretary & Compliance Officer
Membership No. A40253

Ashish Goel
Chief Financial Officer

NOTICE OF ANNUAL GENERAL MEETING

To

The Members,

NOTICE is hereby given that the (16th) Annual General Meeting ("AGM") of the Members of **JHS SVENDGAARD LABORATORIES LIMITED** will be held through Video Conferencing ("VC") on Saturday, 08th August, 2020 at 01:.00 P.M. IST in compliance with all the applicable provisions of the Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India ("SEBI") (Listing Obligation and Disclosure Requirements) Regulations, 2015, to transact the following business:

ORDINARY BUSINESSES:

1. To consider and adopt the Audited Financial Statements of the Company (Standalone as well as Consolidated) for the financial year ended on 31st March, 2020 together with the Auditors' and Board's Report thereon.

2. To appoint a Director in place of Mr. Nikhil Nanda, Managing Director (DIN: 00051501), who retires by rotation and being eligible offers himself for re-appointment.

3. To consider & approve the re- appointment of Statutory Auditor M/s S.N Dhawan & Co, Chartered Accountants

   To consider and, if thought fit, to pass the following resolution as an **ordinary resolution:**

   "RESOLVED THAT in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013,M/s S N Dhawan & Co., Chartered Accountants (Firm Regn No. 000050N/N500045), be and are hereby re-appointed as the Auditors of the Company for a period of five years till the conclusion of the 21stAnnual General Meeting of the Company to be held in year 2025, at a remuneration as may be decided and fixed by the Board of Directors of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution and in connection with any matter incidental thereto including but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

SPECIAL BUSINESSES:

ITEM NO. 4: INCREASE AND ALTERATION OF THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass the following as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 61, Section 64 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), the existing authorized share capital of the Company be and is hereby increased from Rs. 65,00,00,000/- (Rupees Sixty Five Crore only) divided into 6,50,00,000 (Six Crore Fifty Lakh) Equity Shares of Rs. 10/- **to**Rs. 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT pursuant to Sections 13, 61 and 64 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby replaced by the following Clause:

V. The Authorized Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- each with power to increase or decrease the capital, to divide the share in the capital for the time being, into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions, as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate such rights, privileges or conditions in such manner as may, for the time being, be provided by the regulations of the Company and consolidate or subdivide these shares and issue shares of higher or lower denominations."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution, including to delegate all or any of its powers herein conferred to any Committee of Director(s)/ any other Officer(s) of the Company."

ITEM NO. 5: ADDITION OF NEW OBJECTS IN THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and subject to the approval of the Registrar of Companies and/or of any other statutory or regulatory authority, as may be necessary, Clause III (A) (Main Object Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following new sub-clause numbered as III(A)(c) after the existing sub-clauses (b) of the Memorandum of Association of the Company:

"To manufacture, buy, sale, import, export , distribute and to deal in any other manner possible, in automobile parts of all kinds & descriptions (whether electronic or not), automotive and other gears, transmission axles, blades, Universal joints, springs, spring leaves, head lamps, sealed beams, clutch facing and brake lining component parts, spare parts, accessories and fittings of all kinds for the said articles and things used in connection with the manufacture thereof, alloy springs, steel billets, flats and bars, pressed and other engineering items and other related items for motor cars, motor truck, buses, tractors, vans, jeeps, lorries, motor launches, motor cycles, cycles and vehicles and conveyances of all kinds."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution and in connection with any matter incidental thereto including but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

ITEM NO.6: ISSUANCE OF FULLY CONVERTIBLE WARRANTS BY WAY OF PREFERENTIAL ISSUE

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the other rules, regulations and guidelines, as may be applicable and subject to such other necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities, if any, and agreed to by the Board of Directors of the Company, which term shall deem to include the Committee of Directors (hereinafter referred to as the '**Board**'), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot upto 55,00,000 (Fifty-Five Lakh) Fully Convertible Warrants ("Warrants"), for cash, at an issue price of Rs. 20/- per warrant (Rupees Twenty only) by way of preferential issue, to be convertible at an option of Warrant holder into equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each within such timeframe as may be stipulated,to the persons specified herein below (hereinafter as "Proposed Allottee(s)"):

S. No.	Proposed Allottee	Category	No. of warrants to be allotted
1.	Mr. Nikhil Nanda	Promoter	500,000
2.	M/s. Frisco Global Private Limited	Non-Promoter	15,00,000
3.	M/s. Zaveri Fin Stock Private Limited	Non-Promoter	17,50,000
4.	M/s. Parker Multi Commodities India Pvt Ltd	Non-Promoter	17,50,000
Total			**55,00,000**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations the 'Relevant Date' for the purpose of determining the issue price for the Preferential issue of the Warrants is July 09, 2020, being the working day immediately preceding the 30 (thirty days) prior to the date on which the meeting of Members is held to consider the proposed issuance of Warrants.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

(a) Each Warrant held by the Proposed Allottee(s) shall entitle such allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "**Warrant Exercise Period**").

(b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

(c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI (ICDR) Regulations.

(d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

(e) Warrants shall be issued and allotted by the Company only in dematerialized form.

(f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).

(g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

(h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and shall subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board/Committee(s) of the Board of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder, applications to Stock Exchange(s); filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/ difficulties that may arise in the proposed issue, of the said Warrants, including making an offer to the proposed warrant allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members .

RESOLVED FURTHER THAT all actions taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

ITEM NO. 7: TO APPOINT MR. RAJAGOPAL CHAKRAVARTHI VENKATEISH (DIN: 00259537), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. RajaGopal Chakravarthi Venkateish (DIN: 00259537), who was appointed as an Additional Director (independent Category) on 23rd June, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. RajaGopal Chakravarthi Venkateish (DIN: 00259537), be and is hereby appointed as an Independent Director (not liable to retire by rotation) of the Company to hold office for a term of 5 (five) consecutive years w.e.f. 23rd June, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution and in connection with any matter incidental thereto including but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

ITEM NO. 8: TO APPOINT MR. KAPIL MINOCHA (DIN: 02817283), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Kapil Minocha (DIN: 02817283), who was appointed as an Additional Director (independent Category) on 23rd June, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Kapil Minocha (DIN: 02817283), be and is hereby appointed as an Independent Director (not liable to retire by rotation) of the Company to hold office for a term of 5 (five) consecutive years w.e.f. 23rd June, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution and in connection with any matter incidental thereto including but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

ITEM NO. 9: TO RE-APPOINT MR. MUKUL PATHAK (DIN: 00051534), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Mukul Pathak, (DIN: 00051534), Independent Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director (not liable to retire by rotation) of the Company to hold office for a second term of 5 (five) consecutive years w.e.f. 2nd July, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution and in connection with any matter incidental thereto including but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

ITEM NO. 10: RE-APPOINTMENT OF MR. NIKHIL NANDA AS THE MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded to the reappointment of Mr. Nikhil Nanda (Mr. Nanda), as the Managing Director of the Company from July 2, 2020 for a period of 5 years, liable to be retire by rotation and on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows:

1. Base pay:

Annual basic salary upto Rs. 60 lacs to be paid periodically.

2. Commission:

During the term of office, Mr. Nanda will be entitled to a commission upto 5% on net profits of the Company, every year.

3. Employee benefits:

During the term of office, Mr. Nanda will be entitled to participate in the employee benefit plans currently and hereafter maintained by the Company of general applicability to other whole-time directors of the Company.

4. Vacation:

Mr. Nanda will be entitled to one paid vacation annually with family not exceeding Rupees Fifteen Lacs (Rs. 15.00 lacs).

5. Perquisite:

The Managing Director shall be entitled to the following perquisite as under,

i. Medical reimbursement: Reimbursement of all medical charges incurred in India and outside for Mr. Nikhil Nanda and family.

ii. Car with driver and telephone facility: The Company shall provide car with driver and telephone facility at the residence of Mr. Nikhil Nanda. Provisions of car with driver for use of company's business and telephone facility at the residence will not be considered as perquisite. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company on Mr. Nikhil Nanda.

iii. Club Fees: Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.

6. Expenses:

The Company will reimburse Mr. Nanda for reasonable travel, entertainment or other expenses incurred by him in furtherance of or in connection with the business only.

7. Minimum Remuneration:

Notwithstanding anything herein above stated, where in any financial year closing on and after March 31, 2020, during the tenure of Mr. Nanda as MD of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Nanda the remuneration by way of base salary, variable pay and other allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not 'exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any Statutory modifications or-re-enactment(s) thereof, for the time being in force).

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

11th July, 2020
New Delhi

Nikhil Nanda
Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4& 5

Your Company is contemplating the preferential issue of Fully Convertible Warrants ("Warrants") in order to meet the funding and business-related requirements of the Company but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes, and in view thereof, the Company needs to have enough unissued Authorized Share Capital, so that the requisite number of fresh Equity Shares may be issued for the purpose of raising sufficient funds.

Presently, the Authorized Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty-Five Crore only) divided into 6,50,00,000 (Six Crore Fifty Lakh) Equity Shares of Rs. 10/- each.

The Board of Directors, therefore, considers it desirable to increase the Authorized Share Capital of the Company to 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- each to accommodate the fresh issuance of the shares of the Company.

The amendment proposed in the Memorandum of Association of the Company is only consequential to reflect the proposed change in the Authorized Share Capital of the Company.

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, the Members by way of a resolution in the general meeting should approve the above said amendments.

Further, the Board of Directors of the Company at its meeting held on 11th July, 2020 decided to explore the possibilities to diversify the existing business of the Company into automobile parts of all kinds & descriptions and other engineering items and other related items for motor cars, motor truck, buses, tractors, vans, jeeps, lorries, motor launches, motor cycles, cycles and vehicles and conveyances of all kinds.

To alter object clause in conformity with its business activities as recommended by the Board to diversify the current business, it is proposed to alter the main object of Memorandum of Association accordingly.

Thus, the Board recommends the resolution set out at item no. 4&5 for your consideration and approval as an Ordinary Resolution and Special Resolution, respectively. Both the resolutions are in the best interest of the Company.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the registered office/ corporate office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM and also available on the website of the Company viz.www.svendgaard.com.

None of the Directors / Key Managerial Personnel of the Company or their relativesare, in any way, concerned or interested (financial or otherwise) in the resolutions except to the extent of their shareholding in the Company, if any.

Item No. 6

The Board of Directors of the Company at their meeting held on 23rd June, 2020 has, subject to the approval of the members of the Company and such other approvals as may be required, approved the preferential issue of up to 55,00,000 (Fifty-Five Lakh) warrants, convertible into equivalent number of equity shares of face value of Rs. 10/- each of the Company ("**Equity Shares**"), at an issue price of Rs. 20/- per warrant aggregating to Rs. 11,00,00,000/- (Rupees Eleven Crore only), at such terms and conditions as the Board may decide.

In this regard, as per Sections 42 and 62 of the Companies Act, 2013 read with rules made thereunder and Regulation 160 of SEBI (Issue of Capital and Disclosure requirements) Regulations 2018 (SEBI ICDR Regulations, 2018)approval of the members of the Company by way of a special resolution is required for issue and allotment of warrants on preferential basis.

Further, the details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

1. **Particulars of the offer including the maximum number of specified securities to be issued**

   Preferential Issue of up to 55,00,000 Warrants, convertible into equivalent number of Equity Share of face value of Rs. 10/- each for an aggregate amount of up to Rs. 11,00,00,000/-.

2. **Objects of the Preferential Issue**

   The proceeds of the preferential issue shall be utilized to meet the funding and business-related requirements of the Company and its subsidiaries including but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes.

3. **Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue**

The Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

S. No.	Name of the Promoter/ Director	Category	No. of warrants proposed to be allotted
1.	Mr. Nikhil Nanda	Promoter cum Executive Director	5,00,000
		Total	**5,00,000**

None of the other Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Warrants proposed to be issued under the Preferential Issue.

4 **The Shareholding pattern of the Company before and after the Preferential Issue:**

S. No.	Category	Pre- Issue Shareholding		Issue of Warrants (each warrant is convertible into one Equity Share)	#Post-Issue Shareholding (assuming full conversion of Warrants into Equity)	
		No. of Shares held	% of Holding		No. of Shares held	% of Holding
A.	**Promoter's Holding**					
1	Indian					
	Individual/HUFs	26897988	44.17	**500000**	27397988	41.26
	Bodies Corporate	0	0.00	-	0	0.00
	Sub-total	26897988	44.17	-	27397988	41.26
2	Foreign Promoter	0	0.00	-	0	0.00
	Sub Total (A)	**26897988**	**44.17**	**-**	**27397988**	**41.26**
B.	**Non-Promoters' Holding**					
1	Institutions	301350	0.49	-	301350	0.45
2	Government	0	0.00	-	0	0.00
3	Non-Institution					
	Corporate Bodies	1703265	2.80	**5000000**	6703265	10.10
	Individuals	30792324	50.56	-	30792324	46.37
	Other (HUF, Clearing Member, NRI, IEPF)	1205538	1.98	-	1205538	1.82
	Overseas Corporate Bodies	0	0.00	-	0	0.00
	Sub Total (B)	**34002477**	**55.83**	**-**	**39002477**	**58.74**
	GRAND TOTAL	**60900465**	**100**	**5500000**	**66400465**	**100**

#Post shareholding structure is presuming full conversion and may change depending upon any other corporate action in between.

5. **Proposed time frame within which the Preferential Issue shall be completed:**

As required under the SEBI ICDR Regulations, the warrants shall be allotted by the Company within a period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed warrants is pending on account of receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

6. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:**

Name of the proposed allottee	Name of the natural person(s) who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control	Pre-Issue Shareholding		Issue of Warrants (each warrant is convertible into one Equity Share)	Post-Issue Shareholding (assuming full conversion of Warrants)	
		No. of Equity Shares held	% of Holding		No. of Shares held	% of Holding
Mr. Nikhil Nanda	N.A.	2,38,10,774	39.10	5,00,000	2,43,10,774	36.61
M/s. Frisco Global Private Limited	Mr. Ayush Jain	NIL	NIL	15,00,000	15,00,000	2.26
M/s. Zaveri Fin Stock Private Limited	Mr. Bharatbhai Mandalia	NIL	NIL	17,50,000	17,50,000	2.64
M/s. Parker Multi Commodities India Pvt Ltd	Mrs. Nirmalaben Pravinbhai Majithia	NIL	NIL	17,50,000	17,50,000	2.64

The proposed preferential allotment of warrants and conversion into equity shares of the Company will not result in any change in control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

7. **Lock-in Period**

The warrants and equity shares arising from exercise of warrants shall be subject to lock-in and transfer restrictions as specified under the SEBI ICDR Regulations.

8. **Relevant Date and basis of determination of Issue Price**

In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of determining the issue price for the proposed preferential issue of warrants is July 09, 2020, being the working day immediately preceding the 30 (thirty) days prior to the date on which the meeting of members is held to consider the proposed issuance of warrants.

The equity shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and are frequently traded. Since, the trading volume at NSE is higher, accordingly the issue price of warrants has been considered on the basis of trading at NSE.

The issue price has been reckoned as Rs. 20/- each warrant which is more than the price determined in accordance Reg. 164 of SEBI ICDR Regulations.

9. **Undertakings**

- None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
- As the equity shares have been listed for a period of more than twenty-six weeks as on the relevant date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

10. **Auditors' Certificate**

The certificate from M/s S.N Dhawan & Co LLP, Chartered Accountants being the Statutory Auditors of the Company certifying that the said preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations would be available for inspection for the Members at the registered office/corporate office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM and also available on the website of the Company www.svendgaard.com.

11. **Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution**

    None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested financially or otherwise except Mr. Nikhil Nanda, being the Executive Director and his relatives, to the extent of their intention to subscribe in the said preferential issue.

The Resolution is in the best interest of the Company and accordingly board of directors recommends the passing of resolution set out at Item No. 6above by members of the Company by means of a Special Resolution.

Item No.7, 8 & 9

Pursuant to the provision of Section 149, 152, 160 of the Companies Act, 2013 read with 2013 Schedule IV and Rule 3 and Rule 13 of the Companies (Appointment and Qualification of Directors) Rules 2014, Mr. RajaGopal Chakravarthi Venkateish & Mr. Kapil Minocha were inducted to the Board as Additional Director (Independent Category) of the Company on 23rd June, 2020 for a period of 5 years.

Also, Mr. Mukul Pathak was appointed as an Independent Director on the Board w.e.f. from 02nd July, 2015. His first term of 5 years expired on 01st July, 2020 and thereafter he was re-appointed on the Board at the recommendation of the Nomination and Remuneration Committee subject to the approval of the members, for a second term of 5 years w.e.f. 2nd July, 2020. The aforesaid three Directors are, eligible to be appointed as an Independent Director for a term upto five years. The performance evaluation of Mr. Mukul Pathak during last year was found satisfactory by the Board.

The Company has received notices in writing, from a member u/s 160 of the Act, proposing Mr. RajaGopal Chakravarthi Venkateish, Mr. Kapil Minocha and Mr. Mukul Pathak as candidate(s) for the office of Director of the Company.

Considering the background and experience of Mr. Mukul Pathak, the Board considers that the continued association of Mr. Mukul Pathak would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

Further, the Company has received a declaration from Mr. RajaGopal Chakravarthi Venkateish, Mr. Kapil Minochaand Mr. Mukul Pathakthat they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have further confirmed that they are not disqualified from being appointed as Director under section 164 of the said Act and not debarred from appointment by any order of SEBI or any other authority. The Board of Directors are of the opinion that Mr. RajaGopal Chakravarthi Venkateish, Mr. Kapil Minocha and Mr. Mukul Pathak are person(s) of integrity and possess relevant expertise and experience and are eligible and fulfills the conditions specified by the Companies Act, 2013 for the position of an Independent Director. The Board considers that their association as Director will be beneficial to and in the interest of the Company.

A copy of respective draft letters of appointment of Independent Director setting out the terms and conditions would be available for inspection for the Members at the registered office/corporate office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM and also available on the website of the Company www.svendgaard.com.

The Board of directors recommends the special resolutions (item nos. 6, 7 and 8) for your approval. The said independent directors are not related to any of the directors or key managerial personnel (including relatives of directors or key managerial personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

Apart from the candidate seeking appointment and only to the extent of their appointment, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolutions except to the extent of their shareholding in the Company, if any.

Necessary disclosures in accordance with the applicable Secretarial Standards and Securities and Exchange Board of India ("SEBI") (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms part of this notice.

Item No. 10

Mr. Nikhil Nanda was re-appointed as the Managing Director of the Company for a period of five years with effect from 2ndJuly, 2015. The present term of Mr. Nikhil Nanda was expired on 1stJuly, 2020.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Nikhil Nanda as Managing Director of the Company for a further period of five years w.e.f 2nd July, 2020, post completion of his present term in July 2020.

Mr. Nikhil Nanda is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Mr. Mr. Nikhil Nanda satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment and also confirms that he is not debarred from appointment by any order of SEBI or any other authority

Mr. Nikhil Nanda is a first generation entrepreneur with over 27 years of experience in the oral care industry. He holds a degree of Post Graduate Diploma in Business Management - Finance and Marketing from FORE School of Management, New Delhi. He is the vision and direction behind the Company in tune with the current market scenario, of being a global village working and establishing manufacturing facilities to service the world. Since 1996, Mr. Nanda has been actively involved in the day-to-day activities of his family owned oral care business, namely SSL, SOC (since 2002) and JHE (since 2003) respectively. He has dealt with all the facets of the business ever since the constitution of proprietorship concerns to corporatisation of the same. His achievement includes exploring international markets for the Company's growth and is lead source of product development.

In so far as the remuneration of Mr. Nikhil Nanda as Managing Director is concerned, the same is specified in the resolution itself, which is put for the approval of members.

Mr. Nikhil Nanda holds 2,38,10,774 equity shares of the face value of Rs. 10/- each in the Company and is not related to other Directors or Key Managerial Personnel of the Company.

It is proposed to seek the Members approval for the re-appointment of and remuneration payable to Mr. Nikhil Nanda as Managing Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

None of the Directors or Key Managerial Personnel or the relatives except Mr. Nikhil Nanda and his relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 10 for the approval of Members.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Nikhil Nanda as the Managing Director of the Company.

Necessary disclosures in accordance with the applicable Secretarial Standards and Securities and Exchange Board of India ("SEBI") (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms part of this notice.

For and on behalf of Board of Directors
JHS Svendgaard Laboratories Limited

11th July, 2020
New Delhi

Nikhil Nanda
Managing Director

NOTES:-

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent by email through its registered email address to llpbcs@gmail.com.com with a copy marked to evoting@nsdl.co.in.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Information regarding particulars of the Director(s) seeking re-appointment in terms of Secretarial Standard 2, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, are annexed hereto as Annexure "A".

6. The Notice of AGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on Friday,10th July, 2020.

7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at www.svendgaard.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at https://www.evoting.nsdl.com and also at the website of our RTA at www.alankit.com.

8. **Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report 2019-20 along with AGM Notice by email to** cs@svendgaard.com**. Members holding shares in demat form can update their email address with their Depository Participants.**

9. Please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of 16th AGM and Annual Report for 2019-20 and thereafter shall be disabled from the records of the RTA immediately after the 16th AGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.

10. **It is clarified that for permanent registration of e-mail address in respect of members holding shares in demat, such members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.**

11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. Listing Regulations, has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are

requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ R&TA of the Company,

13. Members who wish to claim Dividends, which remain unclaimed, are requested to contact Secretarial Department of the Company/Company's RTA.

14. All dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, till date the Company has transferred to IEPF the unclaimed and unpaid amount pertaining to dividends declared.. Members may please note that no claim shall lie against the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims.

15. Also, in terms of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more are required to be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Accordingly, equity shares which were/ are due to be so transferred, shall be transferred by the Company to the Demat Account of IEPFA. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to the Demat Account of IEPFA and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Details of shares transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at www.svendgaard.com. Shareholders may kindly check the same and claim back their shares. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.

17. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.

18. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@svendgaard.com.

19. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

20. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.

21. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.

22. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch,

    account type, account number and address of the bank with pin code number, if not furnished earlier.

23. The Board of Directors of the Company has appointed Mr. Mohit Dahiya Partner of M/s Mohit & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

25. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.svendgaard.com and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

26. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER :

i. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under Shareholders/ Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.

ii. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

iii. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

iv. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.

v. Members are encouraged to join the Meeting through Laptops/IPads connected through broadband for better experience. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

vi. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered E-mail ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at cs@svendgaard.com between Saturday, August 01, 2020 and Thursday, August 06, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

vii. Members who need assistance before or during the AGM, can

   i. Send a request at evoting@nsdl.co.in or use Toll free no.: 1800-222-990; or

   ii. Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated e-mail ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number + 91 22 24994545;

VOTING THROUGH ELECTRONIC MEANS

a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circular, the Company is providing facility of remote e-voting and electronic voting at the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency.

b. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. 1st August, 2020 shall only be entitled to avail the facility of remote e-voting as well as electronic voting at the AGM. A person, who is not a member as on the Cut- off Date, should treat this Notice for information purpose only.

c. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

d. Members can opt for only one mode of voting i.e. either by remote e-voting or by electronic voting in the AGM. In case members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast at the AGM shall be treated as invalid.

e. The instructions for remote e- voting are as under:

i. The remote e-voting period commences on 05st August, 2020 at 9:00 am and ends on 07th August, 2020 at 5:00 pm. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on ("Cut-off Date") may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
	For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who holdshares in demat account with CDSL.	16 Digit Beneficiary ID
	For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company
	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the. pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then,click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

f. The instructions for voting in the AGM through electronic voting are as under

i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

ii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

In case of any queries including issues and concerns related to remote e-voting and voting at AGM, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.inor contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.inorpallavid@nsdl.co.inor SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

Annexure 1

DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AS DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING, AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, ARE AS UNDER:-

Name of Director	**Mr. RajaGopal Chakravarthi Venkateish**	**Mr. Kapil Minocha**	**Mr. Nikhil Nanda**	**Mr. Mukul Pathak**
Date of Birth	21st July, 1959	13th August, 1956	26.09.1972	13.01.1967
Brief Resume	Mr. R. C. Venkateish, pass out from IIT-Madras & IIM-Calcutta, has over of 35+ years of experience working across varied sectors and is now the Founder of the Sports Channel, Lex Sportel Vision having office at Gurgaon, Haryana. Mr. Venkatesih has been the Country Head of Oral-B, India from 1996-2001. He has also worked as the Managing Director of Kellogg India from 2000-2003. After working in the FMCG Space for over 2 decades, Mr. Vekateish ventured into Sports Media and worked as the Managing Director of ESPN Star Sports India for over 7 years from 2003-2010. During this tenure he was also on the Board of Directors of the Indian Broadcasting Foundation (IBF).	Mr. Kapil Manocha has over 2 decades of experience and has been closely associated with the complete cycle of Investments and repatriation of funds. Mr. Manocha has worked as Senior Consultant in Holtec Consulting Private Limited from 1997-2003 and as Senior Manager in DLF Limited from 2003-2005. He then moved on to MCube Capital Private Limited and worked as CEO from 2006-2019. Mr. Manocha is also currently director in many companies in advisory, nominee and operational capacities. He is currently associated as an Advisor to the Revival Companies monitored by High Court. He is also an established Consultant in the Real Estate Group in NCR and also supporting as Mentor to the Start-up Companies and facilitators. Mr. Manocha specializes in Asset and Project Management, FDI Investments, Seed/ First Round Funding for Early Growth Companies, Strategy development and implementation, Dispute Resolution.	Nikhil Nanda, 47 years is a first generation entrepreneur with 22 years of experience in manufacturing as preferred outsourcing partner for large MNC's and Indian FMCG Brands. He started his Company in 1997 and took it public with its IPO in 2006 for US $10 Million.	Mr. Pathak has a rich experience of over 22 years in teaching. Mr. Pathak possesses a wide ranging experience and knowledge of Finance having been associated with the reputed institutions over the years.
Date of Appointment	23rd June, 2020	23rd June, 2020	08.10.2004	02.07.2015

Qualifications	IIT Madras & IIM Calcutta	LLB	Degree in Business Management with double majors in Finance and Marketing from FORE School of Management, New Delhi	MA in Economics
Expertise in specific Functional Area	Employment	Consultancy	Enterpreneur with Good Leadership Skills	Teaching
Directorship held in other public Companies	1. Infocom Network Limited	NA	NA	NA
Membership/ chairmanship of other public companies	Nil	Nil	Nil	Nil
Remuneration last drawn, if any	NA	NA	36,00,000	NA
Shareholding in the Company directly or as beneficial holder	Nil	Nil	2,38,10,774	Nil
Relationship with other Directors and KMPs of the Company	Nil	Nil	Nil	Nil
The number of Meetings of the Board attended during the year	Nil	Nil	4	4

JHS SVENDGAARD LABORATORIES LIMITED

Registered office : Trilokpur Road, Kheri (Kala Amb),Tehsil - Nahan, Distt. Sirmour, Himachal Pradesh - 173030
Corporate office : B - 1/E-23, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110044
Website : www.svendgaard.com